

TRIMAS CORP  
Form 10-Q  
November 10, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549**

**FORM 10-Q**

(Mark  
One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**For the Quarterly Period Ended September 30, 2008**

**Or**

**Transition Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 333-100351**

**TRIMAS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**38-2687639**  
(IRS Employer Identification No.)

**39400 Woodward Avenue, Suite 130  
Bloomfield Hills, Michigan 48304**  
(Address of principal executive offices, including zip code)

**(248) 631-5450**

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated  
Filer

Accelerated  
Filer

Non-Accelerated  
Filer

Smaller Reporting  
Company

(Do not check if a  
smaller reporting  
company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 10, 2008, the number of outstanding shares of the Registrant's common stock, \$.01 par value, was 33,445,841 shares.

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**TriMas Corporation**

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## Forward-Looking Statements

This report contains forward-looking statements (as that term is defined by the federal securities laws) about our financial condition, results of operations and business. You can find many of these statements by looking for words such as "may," "will," "expect," "anticipate," "believe," "estimate" and similar words used in this report.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties. Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. We caution readers not to place undue reliance on the statements, which speak only as of the date of this report.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statement to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this report include general economic conditions in the markets in which we operate and industry-related and other factors such as:

Our businesses depend upon general economic conditions and we serve some customers in highly cyclical industries. As a result, we are subject to the loss of sales and margins due to an economic downturn or recession, which could negatively affect us;

Many of the markets we serve are highly competitive, which could limit the volume of products that we sell and reduce our operating margins. We also face the risk of lower cost foreign manufacturers located in China, Southeast Asia and other regions competing in the markets for our products, and we may be adversely impacted;

Increases in our raw material or energy costs or the loss of critical suppliers could adversely affect our profitability and other financial results;

We may be unable to successfully implement our business strategies. Our ability to realize benefits from our business strategies may be limited;

Our products are typically highly engineered or customer-driven and, as such, we are subject to risks associated with changing technology and manufacturing techniques, which could place us at a competitive disadvantage;

We depend on the services of key individuals and relationships, the loss of which could materially harm us;

We have substantial debt and interest payment requirements that may restrict our future operations and impair our ability to meet our obligations;

Restrictions in our debt instruments and accounts receivable facility limit our ability to take certain actions and breaches thereof could impair our liquidity;

We may be unable to protect our intellectual property or face liability associated with the use of products for which intellectual property rights are claimed;

We have significant goodwill and intangible assets. We incurred a significant impairment of our goodwill in 2007 and 2006. If we experience declines in sales and operating profit, do not meet our current and forecasted operating budget, or experience significant declines in our stock price, we may be subject to future impairment charges. Future impairment of our

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goodwill and intangible assets could have a material adverse impact on our financial results;

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We may incur material losses and costs as a result of product liability, recall and warranty claims that may be brought against us;

Our business may be materially and adversely affected by compliance obligations and liabilities including environmental and other laws and regulations;

Historically, we have grown primarily through acquisitions. If we are unable to identify attractive acquisition candidates, successfully integrate acquired operations or realize the intended benefits of our acquisitions, we may be adversely affected;

We have significant operating lease obligations. Failure to meet those obligations could adversely affect our financial condition;

We may be subject to work stoppages and further unionization at our facilities or our customers or suppliers may be subjected to work stoppages, which could seriously impact the profitability of our business;

Our pension and healthcare costs for active employees and retirees may exceed our projections and may negatively affect our financial results; and

A growing portion of our sales may be derived from international sources, which exposes us to certain risks which may adversely affect our financial results.

We disclose important factors that could cause our actual results to differ materially from our expectations under Item 2. "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this report. These cautionary statements qualify all forward-looking statements attributed to us or persons acting on our behalf. When we indicate that an event, condition or circumstance could or would have an adverse effect on us, we mean to include effects upon our business, financial and other condition, results of operations, prospects and ability to service our debt.

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## TriMas Corporation

## Consolidated Balance Sheet

(Unaudited dollars in thousands)

	September 30, 2008	December 31, 2007
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 4,650	\$ 4,800
Receivables, net	136,500	89,370
Inventories, net	198,690	190,590
Deferred income taxes	18,860	18,860
Prepaid expenses and other current assets	8,730	7,010
Assets of discontinued operations held for sale	2,860	3,330
<b>Total current assets</b>	<b>370,290</b>	<b>313,960</b>
Property and equipment, net	191,630	195,120
Goodwill	377,450	377,340
Other intangibles, net	205,300	214,290
Other assets	21,340	27,280
<b>Total assets</b>	<b>\$ 1,166,010</b>	<b>\$ 1,127,990</b>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Current maturities, long-term debt	\$ 12,440	\$ 8,390
Accounts payable	127,150	121,860
Accrued liabilities	72,310	71,830
Liabilities of discontinued operations	1,250	1,450
<b>Total current liabilities</b>	<b>213,150</b>	<b>203,530</b>
Long-term debt	603,350	607,600
Deferred income taxes	83,990	73,280
Other long-term liabilities	34,870	35,090
<b>Total liabilities</b>	<b>935,360</b>	<b>919,500</b>
Preferred stock \$0.01 par: Authorized 100,000,000 shares; Issued and outstanding: None		
Common stock, \$0.01 par: Authorized 400,000,000 shares; Issued and outstanding: 33,445,841 shares at September 30, 2008 and 33,409,500 shares December 31, 2007		
	330	330
Paid-in capital	527,120	525,960
Accumulated deficit	(348,330)	(373,970)
Accumulated other comprehensive income	51,530	56,170
<b>Total shareholders' equity</b>	<b>230,650</b>	<b>208,490</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,166,010</b>	<b>\$ 1,127,990</b>

The accompanying notes are an integral part of these financial statements.





## TriMas Corporation

## Consolidated Statement of Operations

(Unaudited dollars in thousands, except for per share amounts)

	Three months ended September 30,		Nine months ended September 30,	
	2008	2007	2008	2007
Net sales	\$ 276,900	\$ 258,650	\$ 853,540	\$ 830,760
Cost of sales	(205,150)	(188,730)	(629,700)	(603,190)
Gross profit	71,750	69,920	223,840	227,570
Selling, general and administrative expenses	(43,910)	(42,650)	(137,820)	(133,510)
Advisory services agreement termination fee				(10,000)
Costs for early termination of operating leases				(4,230)
Gain (loss) on dispositions of property and equipment	50	(1,790)	(170)	(1,680)
Operating profit	27,890	25,480	85,850	78,150
Other expense, net:				
Interest expense	(13,570)	(15,720)	(42,160)	(52,920)
Debt extinguishment costs				(7,440)
Other, net	(480)	(1,230)	(3,010)	(3,450)
Other expense, net	(14,050)	(16,950)	(45,170)	(63,810)
Income from continuing operations before income tax expense	13,840	8,530	40,680	14,340
Income tax expense	(5,540)	(3,110)	(15,210)	(5,230)
Income from continuing operations	8,300	5,420	25,470	9,110
Income from discontinued operations, net of income tax expense	20	1,160	170	1,330
Net income	\$ 8,320	\$ 6,580	\$ 25,640	\$ 10,440
<b>Earnings per share basic:</b>				
Continuing operations	\$ 0.25	\$ 0.16	\$ 0.76	\$ 0.34
Discontinued operations, net of income tax expense		0.04	0.01	0.05
Net income per share	\$ 0.25	\$ 0.20	\$ 0.77	\$ 0.39
Weighted average common shares basic	33,420,560	33,409,500	33,413,214	26,843,749
<b>Earnings per share diluted:</b>				
Continuing operations	\$ 0.25	\$ 0.16	\$ 0.76	\$ 0.34
Discontinued operations, net of income tax expense		0.04	0.01	0.05
Net income per share	\$ 0.25	\$ 0.20	\$ 0.77	\$ 0.39
Weighted average common shares diluted	33,469,027	33,409,500	33,441,448	26,843,749

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The accompanying notes are an integral part of these financial statements.

## TriMas Corporation

## Consolidated Statement of Cash Flows

(Unaudited dollars in thousands)

	Nine months ended September 30,	
	2008	2007
Net income	\$ 25,640	\$ 10,440
Adjustments to reconcile net income to net cash provided by operating activities, net of acquisition impact:		
Loss on dispositions of property and equipment	40	1,570
Depreciation	20,740	18,730
Amortization of intangible assets	11,700	11,650
Amortization of debt issue costs	1,840	4,580
Deferred income taxes	9,360	700
Non-cash compensation expense	1,160	340
Net proceeds from (reductions in) sale of receivables and receivables securitization	(26,730)	28,610
Increase in receivables	(19,270)	(30,970)
Increase in inventories	(7,640)	(10,790)
Decrease in prepaid expenses and other assets	4,370	2,320
Increase in accounts payable and accrued liabilities	4,690	8,090
Other, net	(3,110)	1,610
Net cash provided by operating activities, net of acquisition impact	22,790	46,880
<b>Cash Flows from Investing Activities:</b>		
Capital expenditures	(20,100)	(22,520)
Acquisition of leased assets		(29,960)
Acquisition of businesses, net of cash acquired	(6,350)	(13,540)
Net proceeds from disposition of businesses and other assets	2,260	6,150
Net cash used for investing activities	(24,190)	(59,870)
<b>Cash Flows from Financing Activities:</b>		
Proceeds from sale of common stock in connection with the Company's initial public offering, net of issuance costs		126,460
Repayments of borrowings on senior credit facilities	(4,270)	(2,600)
Proceeds from term loan facilities	490	
Proceeds from borrowings on revolving credit facilities	346,160	399,580
Repayments of borrowings on revolving credit facilities	(341,130)	(409,890)
Retirement of senior subordinated notes		(100,000)
Net cash provided by financing activities	1,250	13,550
<b>Cash and Cash Equivalents:</b>		
Increase (decrease) for the period	(150)	560
At beginning of period	4,800	3,600
At end of period	\$ 4,650	\$ 4,160
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 32,240	\$ 40,880
Cash paid for taxes	\$ 6,460	\$ 6,840

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The accompanying notes are an integral part of these financial statements.

## TriMas Corporation

## Consolidated Statement of Shareholders' Equity

Nine months Ended September 30, 2008

(Unaudited dollars in thousands)

	Common Stock	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Balances, December 31, 2007	\$ 330	\$525,960	\$ (373,970)	\$ 56,170	\$208,490
Comprehensive income:					
Net income			25,640		25,640
Amortization of defined benefit plan deferred losses (net of tax of \$0.1 million) (Note 16)				170	170
Foreign currency translation				(5,840)	(5,840)
Change in fair value of cash flow hedge (net of tax of \$0.6 million) (Note 10)				1,030	1,030
Total comprehensive income					21,000
Non-cash compensation expense		1,160			1,160
Balances, September 30, 2008	\$ 330	\$527,120	\$ (348,330)	\$ 51,530	\$230,650

The accompanying notes are an integral part of these financial statements.

**TRIMAS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(unaudited)

**1. Basis of Presentation**

TriMas Corporation ("TriMas" or the "Company"), and its consolidated subsidiaries, is a global manufacturer and distributor of products for commercial, industrial and consumer markets. The Company is principally engaged in five business segments with diverse products and market channels. Packaging Systems is a manufacturer and distributor of steel and plastic closure caps, drum enclosures, rings and levers, dispensing systems for industrial and consumer markets, as well as specialty laminates, jacketings and insulation tapes used with fiberglass insulation as vapor barriers in commercial and industrial construction applications. Energy Products is a manufacturer and distributor of a variety of engines, engine replacement parts and other well site products for the oil and gas industry as well as metallic and non-metallic industrial gaskets and fasteners and fasteners for the petroleum refining, petrochemical and other industrial markets. Industrial Specialties designs and manufactures a diverse range of industrial products for use in niche markets within the aerospace, industrial, automotive, defense, and medical equipment markets. These products include highly engineered specialty fasteners for the aerospace industry, high-pressure and low-pressure cylinders for the transportation, storage and dispensing of compressed gases, spinal and trauma implant products for the medical industry, specialty fasteners for the automotive industry, specialty precision tools such as center drills, cutters, end mills, reamers, master gears, punches, and specialty ordnance components. RV & Trailer Products is a manufacturer and distributor of custom-engineered trailer products, brake control solutions, lighting accessories and roof racks for the recreational vehicle, agricultural/industrial, marine, automotive and commercial trailer markets. Recreational Accessories manufactures towing products, functional vehicle accessories and cargo management solutions including vehicle hitches and receivers, sway controls, weight distribution and fifth-wheel hitches, hitch-mounted accessories, and other accessory components which are distributed through independent installers and retail outlets.

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries and in the opinion of management, contain all adjustments, including adjustments of a normal and recurring nature, necessary for a fair presentation of financial position and results of operations. Results of operations for interim periods are not necessarily indicative of results for the full year. The accompanying consolidated financial statements and notes thereto should be read in conjunction with the Company's 2007 Annual Report on Form 10-K.

**2. Initial Public Offering**

During the second quarter of 2007, the Company completed the sale of 12,650,000 shares of common stock to the public pursuant to an effective registration statement at a price of \$11.00 per share. Gross proceeds from the common stock offering were \$139.2 million. Net proceeds from the offering, after deducting underwriting discounts and commissions of \$9.7 million and offering expenses of \$3.0 million, totaled approximately \$126.5 million. The net proceeds of \$126.5 million, together with approximately \$10.1 million of cash on hand and revolving credit borrowings, were utilized to retire \$100.0 million of senior subordinated notes, to early terminate \$21.7 million of operating leases, to terminate the Company's advisory services agreement with Heartland Industrial Partners ("Heartland") for \$10.0 million and for the call premium of \$4.9 million associated with the retirement of the senior subordinated notes.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**3. Discontinued Operations and Assets Held for Sale**

During the fourth quarter of 2007, the Company committed to a plan to sell its rocket launcher and property management lines of business, both of which were part of the Industrial Specialties operating segment. The Company sold the assets of the rocket launcher business in December 2007.

During the fourth quarter of 2005, the Company committed to a plan to sell three operating locations within its industrial fastening business. Two of the operating locations were sold in December 2006 and the third, the Frankfort operating location, was sold in February 2007.

The results of the Frankfort operating location, the rocket launcher business and the property management business are reported as discontinued operations for all periods presented.

Results of discontinued operations are summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2008	2007	2008	2007
	(dollars in thousands)		(dollars in thousands)	
Net sales	\$ 760	\$ 3,530	\$ 2,420	\$ 15,490
Income from discontinued operations before income tax expense	\$ 40	\$ 1,900	\$ 270	\$ 3,060
Income tax expense	(20)	(740)	(100)	(1,730)
Income from discontinued operations, net of income tax expense	\$ 20	\$ 1,160	\$ 170	\$ 1,330

Assets and liabilities of the discontinued operations held for sale are summarized as follows:

	September 30, 2008	December 31, 2007
	(dollars in thousands)	
Receivables, net	\$ 410	\$ 940
Inventories, net	110	60
Property and equipment, net	2,340	2,330
Total assets	\$ 2,860	\$ 3,330
Accounts payable	\$ 140	\$ 60
Accrued liabilities and other	1,110	1,390
Total liabilities	\$ 1,250	\$ 1,450

**4. Huntsville Plant Closure**

In October 2007, the Company announced plans to close its manufacturing facility in Huntsville, Ontario, Canada and consolidate its operations into the Company's Goshen, Indiana manufacturing facility. These actions were substantially complete as of December 31, 2007. As a result of these actions, the Company recorded a pre-tax charge within its Recreational Accessories segment of approximately \$9.0 million in the

fourth quarter of 2007, of which approximately \$5.6 million related to



**TRIMAS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(unaudited)

**4. Huntsville Plant Closure (Continued)**

cash costs incurred as a part of the closure as determined under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," primarily relating to severance benefits to approximately 160 employees terminated as a part of the closure. The remaining \$3.4 million of the pre-tax charge related to impairment of assets recorded in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," to reduce the book value of the building and building improvements and certain machinery and equipment assets that the Company will no longer utilize to management's estimate of net realizable value. As of September 30, 2008, the Company has paid approximately \$5.2 million of the cash costs of the facility closure, with the remaining \$0.4 million expected to be paid by early 2009.

In addition, the Company expected to incur approximately \$0.7 million in estimated costs and expenses in 2008 resulting from completion of the consolidation into the Goshen facility and recording severance and other benefits for approximately 10 key employees who remained with the Company to assist in finalizing the closure. The Company recorded approximately \$0.1 million and \$0.7 million, respectively, related to these activities during the three and nine month periods ended September 30, 2008.

**5. Acquisitions**

In January 2008, the Company acquired Parkside Towbars, Pty. Ltd. ("Parkside"), located in Western Australia, strengthening the Company's position in international markets and expanding the Company's towing and truck accessory product offering. Parkside is included in the Company's RV & Trailer Products segment.

During the third quarter of 2007, the Company completed two acquisitions. On July 12, 2007, the Company acquired certain assets from Quest Technologies LLC, expanding the Company's fifth-wheel product offerings in its Recreational Accessories segment. In addition, on August 1, 2007, the Company acquired all of the capital stock of DEW Technologies, Inc., a manufacturer of specialty, high-precision spinal and trauma implant products serving the orthopedic device industry. DEW Technologies is included in the Company's Industrial Specialties segment and broadens the Company's product offerings in the medical device industry.

The purchase price for each of the three acquisitions is subject to adjustments resulting from earn-out clauses based on future operating results. These earn-out clauses extend up to five years. Total combined adjustments, primarily related to earn-out clauses, to the purchase price for these three acquisitions in 2008 were approximately \$4.1 million (see Note 6).

The results of operations of the aforementioned acquisitions are not significant compared to the overall results of operations of the Company.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 6. Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill for the nine months ended September 30, 2008 are summarized as follows:

	Packaging Systems	Energy Products	Industrial Specialties	RV & Trailer Products	Recreational Accessories	Total
	(dollars in thousands)					
Balance, December 31, 2007	\$ 190,690	\$ 46,050	\$ 64,950	\$ 42,190	\$ 33,460	\$ 377,340
Goodwill from acquisitions			3,380	600	110	4,090
Foreign currency translation and other	(3,450)	(280)		(250)		(3,980)
Balance, September 30, 2008	\$ 187,240	\$ 45,770	\$ 68,330	\$ 42,540	\$ 33,570	\$ 377,450

The gross carrying amounts and accumulated amortization of the Company's other intangibles as of September 30, 2008 and December 31, 2007 are summarized below. The Company amortizes these assets over periods ranging from 1 to 30 years.

Intangible Category by Useful Life	As of September 30, 2008		As of December 31, 2007	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(dollars in thousands)			
Customer relationships:				
6 - 12 years	\$ 29,700	\$ (19,680)	\$ 27,980	\$ (17,910)
15 - 25 years	169,190	(56,080)	169,190	(49,190)
Total customer relationships	198,890	(75,760)	197,170	(67,100)
Technology and other:				
1 - 15 years	27,300	(20,460)	26,630	(18,190)
17 - 30 years	41,460	(14,160)	40,830	(12,690)
Total technology and other	68,760	(34,620)	67,460	(30,880)
Trademark/Trade names (indefinite life)	52,120	(4,090)	51,990	(4,350)
	\$ 319,770	\$ (114,470)	\$ 316,620	\$ (102,330)

Amortization expense related to technology and other intangibles was approximately \$1.0 million for each of the three months ended September 30, 2008 and 2007, respectively, and \$3.0 million and \$3.1 million for the nine months ended September 30, 2008 and 2007, respectively. These amounts are included in cost of sales in the accompanying consolidated statement of operations. Amortization expense related to customer intangibles was \$2.9 million and \$2.8 million, and \$8.7 million and \$8.5 million for the three and nine months ended September 30, 2008 and 2007, respectively. These amounts are included in selling, general and administrative expenses in the accompanying consolidated statement of operations.

**TRIMAS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(unaudited)

**7. Accounts Receivable Securitization**

TriMas is party to a receivables securitization facility through TSPC, Inc. ("TSPC"), a wholly-owned subsidiary, to sell trade accounts receivable of substantially all of the Company's domestic business operations. The Company renewed this facility in February 2008, with the most significant changes being reducing the committed funding from \$125.0 million to \$90.0 million and reducing the usage fee from 1.35% to 1.05%. Renewal costs approximated \$0.3 million.

TSPC from time to time may sell an undivided fractional ownership interest in the pool of receivables up to approximately \$90.0 million to a third party multi-seller receivables funding company. The net proceeds of sales are less than the face amount of accounts receivable sold by an amount that approximates the purchaser's financing costs, which amounted to a total of \$0.6 million and \$1.1 million, and \$1.9 million and \$3.0 million for the three and nine months ended September 30, 2008 and 2007, respectively. Such amounts are included in other, net in the accompanying consolidated statement of operations. As of September 30, 2008 and December 31, 2007, the Company's funding under the facility was approximately \$11.0 million and \$41.5 million, respectively, with an additional \$48.8 million and \$5.0 million, respectively, available but not utilized. The Company had pledged receivables of approximately \$93.4 million and \$29.7 million under the program as of September 30, 2008 and December 31, 2007, respectively, which are included in receivables in the accompanying consolidated balance sheet. The usage fee under the facility is 1.05%. In addition, the Company is required to pay a fee of 0.5% on the unused portion of the facility. This facility expires on February 20, 2009.

The financing costs are determined by calculating the estimated present value of the receivables sold compared to their carrying amount. The estimated present value factor is based on historical collection experience and a discount rate representing a spread over a commercial paper-based rate as prescribed under the terms of the securitization agreement. As of September 30, 2008 and 2007, the financing costs were based on an average liquidation period of the portfolio of approximately 1.3 months and 1.2 months, respectively, and an average discount rate of 2.2% and 2.9%, at September 30, 2008 and 2007, respectively.

In the three and nine months ended September 30, 2008 and 2007, the Company sold an undivided interest in approximately \$3.8 million and \$3.9 million, and \$12.6 million and \$11.9 million, respectively, of accounts receivable under a factoring arrangement at three of its European subsidiaries. These transactions were accounted for as a sale and the receivables were sold at a discount from face value approximating 3.4% and 2.2%, and 2.5% and 1.9%, respectively. Costs associated with these transactions were approximately \$0.1 million for each of the three months ended September 30, 2008 and 2007, and \$0.3 million and \$0.2 million for the nine months ended September 30, 2008 and 2007, respectively, and are included in other, net in the accompanying consolidated statement of operations.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**8. Inventories**

Inventories consist of the following:

	September 30, 2008	December 31, 2007
	(dollars in thousands)	
Finished goods	\$ 117,310	\$ 117,680
Work in process	31,170	28,310
Raw materials	50,210	44,600
Total inventories	\$ 198,690	\$ 190,590

**9. Property and Equipment, Net**

Property and equipment consists of the following:

	September 30, 2008	December 31, 2007
	(dollars in thousands)	
Land and land improvements	\$ 5,070	\$ 5,430
Buildings	45,560	45,430
Machinery and equipment	287,830	273,410
	338,460	324,270
Less: Accumulated depreciation	146,830	129,150
Property and equipment, net	\$ 191,630	\$ 195,120

Depreciation expense was \$6.8 million and \$7.0 million, and \$20.6 million and \$18.6 million for the three and nine months ended September 30, 2008 and 2007, respectively.

**10. Long-term Debt**

The Company's long-term debt consists of the following:

	September 30, 2008	December 31, 2007
	(dollars in thousands)	
U.S. bank debt	\$ 257,690	\$ 257,410
Non-U.S. bank debt and other	21,020	21,610
9 <sup>7</sup> / <sub>8</sub> % senior subordinated notes, due June 2012	337,080	336,970
	615,790	615,990
Less: Current maturities, long-term debt	12,440	8,390
Long-term debt	\$ 603,350	\$ 607,600

TRIMAS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**10. Long-term Debt (Continued)**

*U.S. Bank Debt*

The Company is a party to a credit facility consisting of a \$90.0 million revolving credit facility, a \$60.0 million deposit-linked supplemental revolving credit facility and a \$260.0 million term loan facility (collectively, the "Credit Facility"). Under the Credit Facility, the revolving credit facilities mature on August 2, 2011, while the term loan matures on August 2, 2013 (or February 28, 2012 if the Company's existing senior subordinated notes are still outstanding as of that date). Under the Credit Facility, the Company is also able to issue letters of credit, not to exceed \$65.0 million in aggregate, against its revolving credit facility commitments. At September 30, 2008 and December 31, 2007, the Company had letters of credit of approximately \$34.0 million and \$35.5 million, respectively, issued and outstanding. The weighted average interest rate on borrowings under the Credit Facility was 5.43% and 7.84% at September 30, 2008 and December 31, 2007, respectively.

At September 30, 2008, the Company had \$2.9 million outstanding under its revolving credit facility and had an additional \$113.1 million potentially available after giving effect to the \$34.0 million letters of credit issued and outstanding. However, including availability under its accounts receivable facility and after consideration of leverage restrictions contained in the Credit Facility, the Company had approximately \$141.6 million of capacity available to it under its revolving credit facility and receivables securitization for general corporate purposes.

During 2008, the Company entered into an interest rate swap agreement to fix the LIBOR-based variable portion of its interest rate on \$125.0 million notional amount of its term loan facility at 2.73%. The swap extends through October 2009. The Company has designated this swap agreement as a cash flow hedge and accounts for it in accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," whereby the effective portion of the hedge gains and losses are deferred in accumulated other comprehensive income (loss) until the hedged transactions occur, at which time the deferred gains or losses are reclassified into earnings to match the change in cost of the transaction. The Company believes the cash flow hedge is "effective" as defined in SFAS No. 133, as changes in the cash flows of the interest rate swap are expected to exactly offset the changes in the cash flows of variable rate debt attributable to fluctuation in the LIBOR. The fair value of this swap agreement at September 30, 2008, as estimated using the 90 day LIBOR (level 2 input) as of September 30, 2008, was approximately \$1.7 million, of which approximately \$1.3 million is included in other current assets and approximately \$0.4 million is included in other long-term assets in the accompanying consolidated balance sheet.

The bank debt is an obligation of the Company and its subsidiaries. Although the terms of the Credit Facility do not restrict the Company's subsidiaries from making distributions to it in respect of its 9<sup>7</sup>/<sub>8</sub>% senior subordinated notes, it does contain certain other limitations on the distribution of funds from TriMas Company LLC, the principal subsidiary, to the Company. The restricted net assets of the guarantor subsidiaries, of approximately \$562.7 million and \$528.4 million at September 30, 2008 and December 31, 2007, respectively, are presented in the financial information in Note 18, "*Supplemental Guarantor Condensed Consolidating Financial Information*." The Credit Facility also contains various negative and affirmative covenants and other requirements affecting the Company and its subsidiaries, including: restrictions on incurrence of debt, except for permitted acquisitions and subordinated indebtedness, liens, mergers, investments, loans, advances, guarantee obligations, acquisitions, asset dispositions, sale-leaseback transactions greater than \$90.0 million if sold at fair market value, hedging

TRIMAS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**10. Long-term Debt (Continued)**

agreements, dividends and other restricted junior payments, stock repurchases, transactions with affiliates, restrictive agreements and amendments to charters, by-laws, and other material documents. The Credit Facility also requires the Company and its subsidiaries to meet certain restrictive financial covenants and ratios computed quarterly, including a leverage ratio (total consolidated indebtedness plus outstanding amounts under the accounts receivable securitization facility over consolidated EBITDA, as defined), interest expense ratio (consolidated EBITDA, as defined, over cash interest expense, as defined) and a capital expenditures covenant. The Company was in compliance with its covenants at September 30, 2008.

Principal payments required on the Credit Facility term loan are: \$0.7 million due each calendar quarter through June 30, 2013, with \$242.5 million due on August 2, 2013 (which may be changed to February 2012 if the Company's senior subordinated notes are still outstanding at that time).

*Non-U.S. bank debt*

In the United Kingdom, the Company's subsidiary is party to a revolving debt agreement which is secured by a letter of credit under the Credit Facility. At September 30, 2008, the balance outstanding under this arrangement was \$0.1 million at an interest rate of 6.20%. At December 31, 2007, there was no balance outstanding under this arrangement.

In Italy, the Company's subsidiary is party to a loan agreement for a term of seven years, at a rate 0.75% above EURIBOR (Euro Interbank Offered Rate), and is secured by land and buildings of the subsidiary. At September 30, 2008, the balance outstanding under this agreement was \$2.4 million at an interest rate of 6.03%. At December 31, 2007, the balance outstanding under this agreement was approximately \$4.0 million at an interest rate of 5.5%.

In Australia, the Company's subsidiary is party to a debt agreement which matures December 31, 2010 and is secured by substantially all the assets of the subsidiary. At September 30, 2008, the balance outstanding under this agreement was \$18.4 million at a weighted average interest rate of 7.3%. At December 31, 2007, the balance outstanding under this agreement was approximately \$17.5 million at a weighted average interest rate of 7.1%.

*Notes*

During the second quarter of 2007, the Company utilized approximately \$104.9 million of the proceeds from its initial public offering of common stock to retire \$100.0 million of face value 9<sup>7</sup>/<sub>8</sub>% senior subordinated notes due 2012 ("Notes"), paying a \$4.9 million call premium to effect the retirement.

The Notes indenture contains negative and affirmative covenants and other requirements that are comparable to those contained in the Credit Facility. At September 30, 2008, the Company was in compliance with all such covenant requirements.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**11. Commitments and Contingencies**

A civil suit was filed in the United States District Court for the Central District of California in December 1988 by the United States of America and the State of California against more than 180 defendants, including us, for alleged release into the environment of hazardous substances disposed of at the Operating Industries, Inc. site in California. This site served for many years as a depository for municipal and industrial waste. The plaintiffs have requested, among other things, that the defendants clean up the contamination at that site. Consent decrees have been entered into by the plaintiffs and a group of the defendants, including us, providing that the consenting parties perform certain remedial work at the site and reimburse the plaintiffs for certain past costs incurred by the plaintiffs at the site. We estimate that our share of the clean-up costs will not exceed \$500,000, for which we have insurance proceeds. Plaintiffs had sought other relief such as damages arising out of claims for negligence, trespass, public and private nuisance, and other causes of action, but the consent decree governs the remedy. Based upon our present knowledge and subject to future legal and factual developments, we do not believe that this matter will have a material adverse effect on our financial position, results of operations or cash flows.

As of September 30, 2008, we were a party to approximately 721 pending cases involving an aggregate of approximately 7,497 claimants alleging personal injury from exposure to asbestos containing materials formerly used in gaskets (both encapsulated and otherwise) manufactured or distributed by certain of our subsidiaries for use primarily in the petrochemical refining and exploration industries. The following chart summarizes the number of claimants, number of claims filed, number of claims dismissed, number of claims settled, the average settlement amount per claim and the total defense costs, exclusive of amounts reimbursed under our primary insurance, at the applicable date and for the applicable periods:

	Claims pending at beginning of period	Claims filed during period	Claims dismissed during period	Claims settled during period	Average settlement amount per claim during period	Total defense costs during period
Fiscal year ended December 31, 2007	10,551	619	1,484	142	\$ 9,243	\$4,982,000
Nine months ended September 30, 2008	9,544	603	2,591	59	\$ 2,172	\$2,899,000

In addition, we acquired various companies to distribute our products that had distributed gaskets of other manufacturers prior to acquisition. We believe that many of our pending cases relate to locations at which none of our gaskets were distributed or used.

We may be subjected to significant additional asbestos-related claims in the future, the cost of settling cases in which product identification can be made may increase, and we may be subjected to further claims in respect of the former activities of our acquired gasket distributors. We note that we are unable to make a meaningful statement concerning the monetary claims made in the asbestos cases given that, among other things, claims may be initially made in some jurisdictions without specifying the amount sought or by simply stating the requisite or maximum permissible monetary relief, and may be amended to alter the amount sought. The large majority of claims do not specify the amount sought. Of the 7,497 claims pending at September 30, 2008, 192 set forth specific amounts of damages (other than those stating the statutory minimum or maximum). 154 of the 192 claims sought between \$1.0 million and \$5.0 million in total damages (which includes compensatory and punitive damages), 36 sought between \$5.0 million and \$10.0 million in total damages (which includes compensatory and

TRIMAS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**11. Commitments and Contingencies (Continued)**

punitive damages) and 2 sought over \$10.0 million (which includes compensatory and punitive damages) . Solely with respect to compensatory damages, 159 of the 192 claims sought between \$50,000 and \$600,000, 31 sought between \$1.0 million and \$5.0 million and 2 sought over \$5.0 million. Solely with respect to punitive damages, 155 of the 192 claims sought between \$0 and \$2.5 million, 36 sought between \$2.5 and \$5.0 million and 1 sought over \$5.0 million. In addition, relatively few of the claims have reached the discovery stage and even fewer claims have gone past the discovery stage.

Total settlement costs (exclusive of defense costs) for all such cases, some of which were filed over 20 years ago, have been approximately \$5.2 million. All relief sought in the asbestos cases is monetary in nature. To date, approximately 50% of our costs related to settlement and defense of asbestos litigation have been covered by our primary insurance. Effective February 14, 2006, we entered into a coverage-in-place agreement with our first level excess carriers regarding the coverage to be provided to us for asbestos-related claims when the primary insurance is exhausted. The coverage-in-place agreement makes coverage available to us that might otherwise be disputed by the carriers and provides a methodology for the administration of asbestos litigation defense and indemnity payments. The coverage in place agreement allocates payment responsibility among the primary carrier, excess carriers and the Company's subsidiary.

Based on the settlements made to date and the number of claims dismissed or withdrawn for lack of product identification, we believe that the relief sought (when specified) does not bear a reasonable relationship to our potential liability. Based upon our experience to date and other available information (including the availability of excess insurance), we do not believe that these cases will have a material adverse effect on our financial position and results of operations or cash flows.

We are subject to other claims and litigation in the ordinary course of our business, but do not believe that any such claim or litigation will have a material adverse effect on our financial position and results of operations or cash flows.

**12. Related Parties**

*Metaldyne Corporation*

In connection with the Company's reorganization in June 2002, TriMas assumed approximately \$37.0 million of liabilities and obligations of Metaldyne Corporation ("Metaldyne"), mainly comprised of contractual obligations to former TriMas employees, tax related matters, benefit plan liabilities and reimbursements to Metaldyne for normal course payments made on TriMas' behalf. The remaining contractual obligations to Metaldyne were approximately \$6.0 million at both September 30, 2008 and December 31, 2007, and are classified as accrued liabilities in the accompanying consolidated balance sheet.

On January 11, 2007, Metaldyne merged into a subsidiary of Asahi Tec Corporation ("Asahi") whereby Metaldyne became a wholly-owned subsidiary of Asahi. In connection with the consummation of the merger, Metaldyne dividended the 4,825,587 shares of the Company's common stock that it owned on a pro rata basis to the holders of Metaldyne's common stock at the time of such dividend. As a result of the merger, Metaldyne and the Company are no longer related parties. In addition, as a result of the merger, it has been asserted that Metaldyne may be obligated to accelerate funding and payment of actuarially determined amounts owing to seven former Metaldyne executives under a supplemental executive retirement plan ("SERP"). Under the stock purchase agreement between



TRIMAS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

**12. Related Parties (Continued)**

Metaldyne and Heartland, TriMas is required to reimburse Metaldyne, when billed, for its allocated portion of the amounts due to certain Metaldyne SERP participants, as defined. At September 30, 2008, TriMas has accrued an estimated liability to Metaldyne on its reported balance sheet of approximately \$5.2 million (included in the remaining \$6.0 million of contractual obligations above); however, if Metaldyne is required to accelerate funding of the SERP liability, TriMas may be obligated to reimburse Metaldyne up to approximately \$7.6 million, which could result in future charges to the Company's statement of operations of up to \$2.4 million. The Company is currently reviewing the validity of these assertions.

*Heartland Industrial Partners*

In connection with the Company's initial public offering of common stock in the second quarter of 2007, the Company paid Heartland \$10.0 million to terminate its existing advisory services agreement. The advisory services had been provided for an annual fee of \$4.0 million plus expenses. Heartland was paid \$2.1 million for the nine months ended September 30, 2007 for advisory services provided under this agreement. Such amounts are included in selling, general and administrative expenses in the accompanying consolidated statement of operations.

**13. Segment Information**

TriMas' reportable operating segments are business units that provide unique products and services. Each operating segment is separately managed, requires different technology and marketing strategies and has separate financial information evaluated regularly by the Company's chief operating decision maker in determining resource allocation and assessing performance. TriMas has five operating segments involved in the manufacture and sale of products described below. Within these operating segments, there are no individual products or product families for which reported revenues accounted for more than 10% of the Company's consolidated revenues.

**Packaging Systems** Steel and plastic closure caps, drum enclosures, rings and levers, and dispensing systems for industrial and consumer markets, as well as flame-retardant facings, jacketings and insulation tapes used with fiberglass insulation as vapor barriers in commercial, industrial, and residential construction applications.

**Energy Products** Engines and engine replacement parts for the oil and gas industry as well as metallic and non-metallic industrial gaskets and fasteners for the petroleum refining, petrochemical and other industrial markets.

**Industrial Specialties** A diverse range of industrial products for use in niche markets within the aerospace, industrial, automotive, defense, and medical equipment markets. Its products include highly engineered specialty fasteners for the aerospace industry, high-pressure and low-pressure cylinders for the transportation, storage and dispensing of compressed gases, specialty fasteners for the automotive industry, spinal and trauma implant products for the medical industry, specialty precision tools such as center drills, cutters, end mills, reamers, master gears, punches, and specialty ordnance components.

**RV & Trailer Products** Custom-engineered trailer products including trailer couplers, winches, jacks, trailer brakes and brake control solutions, lighting accessories and roof racks for the recreational vehicle, agricultural/utility, marine, automotive and commercial trailer markets.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 13. Segment Information (Continued)

**Recreational Accessories** Towing products, functional vehicle accessories and cargo management solutions including vehicle hitches and receivers, sway controls, weight distribution and fifth-wheel hitches, hitch-mounted accessories, and other accessory components.

The Company's management uses Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA") as a primary indicator of financial operating performance and as a measure of cash generating capability. Adjusted EBITDA is defined as net income (loss) before cumulative effect of accounting change, interest, taxes, depreciation, amortization, non-cash asset and goodwill impairment write-offs and non-cash losses on sale-leaseback of property and equipment.

Segment activity is as follows:

	Three months ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(dollars in thousands)			
<b>Net Sales</b>				
Packaging Systems	\$ 58,520	\$ 51,770	\$ 170,500	\$ 162,220
Energy Products	55,430	40,330	157,390	122,930
Industrial Specialties	59,250	51,030	168,930	154,470
RV & Trailer Products	41,970	45,940	142,370	152,420
Recreational Accessories	61,730	69,580	214,350	238,720
<b>Total</b>	<b>\$ 276,900</b>	<b>\$ 258,650</b>	<b>\$ 853,540</b>	<b>\$ 830,760</b>
<b>Operating Profit</b>				
Packaging Systems	\$ 8,670	\$ 8,110	\$ 26,700	\$ 27,930
Energy Products	8,170	4,860	24,670	16,930
Industrial Specialties	12,110	9,930	34,750	32,370
RV & Trailer Products	1,300	4,270	6,110	16,740
Recreational Accessories	2,700	4,920	11,820	17,420
Corporate expenses and management fees	(5,060)	(6,610)	(18,200)	(33,240)
<b>Total</b>	<b>\$ 27,890</b>	<b>\$ 25,480</b>	<b>\$ 85,850</b>	<b>\$ 78,150</b>
<b>Adjusted EBITDA</b>				
Packaging Systems	\$ 12,580	\$ 11,300	\$ 38,250	\$ 37,690
Energy Products	8,850	5,670	26,670	19,030
Industrial Specialties	13,590	11,550	39,190	36,050
RV & Trailer Products	3,440	6,480	11,910	22,840
Recreational Accessories	5,120	7,710	19,030	25,130
Corporate expenses and management fees	(5,470)	(7,580)	(19,910)	(35,810)
<b>Subtotal from continuing operations</b>	<b>38,110</b>	<b>35,130</b>	<b>115,140</b>	<b>104,930</b>
Discontinued operations	140	1,940	570	3,210
<b>Total company</b>	<b>\$ 38,250</b>	<b>\$ 37,070</b>	<b>\$ 115,710</b>	<b>\$ 108,140</b>

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 13. Segment Information (Continued)

The following is a reconciliation of net income to Adjusted EBITDA:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(dollars in thousands)			
<b>Net income</b>	\$ 8,320	\$ 6,580	\$ 25,640	\$ 10,440
Income tax expense	5,560	3,850	15,310	6,960
Interest expense	13,630	15,720	42,320	52,920
Debt extinguishment costs				7,440
Depreciation and amortization	10,740	10,920	32,440	30,380
<b>Adjusted EBITDA, total company</b>	\$38,250	\$37,070	\$115,710	\$108,140
Adjusted EBITDA, discontinued operations	140	1,940	570	3,210
<b>Adjusted EBITDA, continuing operations</b>	\$38,110	\$35,130	\$115,140	\$104,930

## 14. Equity Awards

*2006 Plan*

The TriMas Corporation 2006 Long Term Equity Incentive Plan (the "2006 Plan") provides for the issuance of equity-based incentives in various forms for up to an aggregate of 1,200,000 shares of the Company's common stock, of which up to 500,000 shares may be granted as incentive stock options. In general, stock options and stock appreciation rights have a fungible ratio of one-to-one (one granted option/appreciation right counts as one share against the aggregate available to issue), while other forms of equity grants, including restricted shares of common stock, have a fungible ratio of two-to-one.

During the second and third quarters of 2008, the Company granted 391,000 restricted shares of its common stock to certain employees, which vest ratably over three years from date of grant but are contingent upon certain service and performance conditions. Of the 391,000 restricted shares granted, 111,500 shares are subject to a service provision, where the only condition to the share vesting is that the employee remains with the Company for the vesting period. The remaining 279,500 shares granted are subject to both a service provision (same as above) and a performance provision. These shares vest in the same manner as the service provision grants only if the Company attains and/or exceeds a certain EBITDA target for the year ended December 31, 2008.

In September 2007, the Company granted 390,610 restricted shares of its common stock to certain employees, which vest ratably over three years from date of grant but were contingent upon certain service and performance conditions. Of the 390,610 restricted shares granted, 145,750 shares were subject to a service provision, where the only condition to the share vesting was that the employee remained with the Company for the vesting period. The remaining 244,860 shares granted were subject to both a service provision (same as above) and a performance provision, where these shares would vest in the same manner as the service provision-only grants if the Company attained and/or exceeded a certain EBITDA target for the year ended December 31, 2007, or would otherwise be cancelled. The Company did not meet or exceed this EBITDA target, resulting in the cancellation of 244,860 restricted shares of its common stock.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 14. Equity Awards (Continued)

The Company recognized approximately \$0.3 million and \$1.1 million of stock-based compensation expense related to the 2006 Plan during the three and nine months ended September 30, 2008, respectively. As of September 30, 2008, the Company had \$1.9 million of unrecognized compensation cost related to grants outstanding under the 2006 Plan that is expected to be recorded over a weighted average period of 1.6 years.

Information related to the 2006 Plan at September 30, 2008 is as follows:

	Number of Unvested Restricted Shares	Weighted Average Grant Date Fair Value	Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2008	142,145	\$ 12.26		
Granted	391,000	6.28		
Exercised	(42,870)	12.26		
Cancelled	(86,205)	8.11		
Outstanding at September 30, 2008	404,070	\$ 7.35	2.4	\$2,650,699

## 2002 Plan

The TriMas Corporation 2002 Long Term Equity Incentive Plan (the "2002 Plan") provides for the issuance of equity-based incentives in various forms, of which a total of 2,022,000 stock options have been approved for issuance under the 2002 Plan. As of September 30, 2008, the Company has 1,606,101 stock options outstanding, each of which may be used to purchase one share of the Company's common stock. The options have a 10-year life and the exercise prices range from \$20 to \$23. Eighty percent of the options vest ratably over three years from the date of grant, while the remaining twenty percent vest after seven years from the date of grant or on an accelerated basis over three years based upon achievement of specified performance targets, as defined in the 2002 Plan. The options become exercisable upon the later of: (1) the normal vesting schedule as described above, or (2) upon the occurrence of a qualified public equity offering as defined in the 2002 Plan, one half of the vested options become exercisable 180 days following such public equity offering (November 14, 2007), and the other one half of vested options become exercisable on the first anniversary following consummation of such public offering (May 14, 2008). As of September 30, 2008, 1,207,574 stock options were exercisable under the 2002 Plan.

The Company accounts for these stock options under SFAS No. 123R, "Share-Based Payment," using the Modified Prospective Application ("MPA") method, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values.

The Company recognized stock-based compensation expense related to 2002 Plan of approximately \$0.02 million and \$0.1 million for the three and nine months ended September 30, 2008, respectively, and \$0.1 million and \$0.2 million for the three and nine months ended September 30, 2007, respectively. The stock-based compensation expense is included in selling, general and administrative expenses in the accompanying statement of operations. The fair value of options which vested during the three and nine months ended September 30, 2008 was \$0.04 million and \$0.4 million, respectively.

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 14. Equity Awards (Continued)

The fair value of options which vested during the three and nine months ended September 30, 2007 was \$0.04 million and \$0.4 million, respectively. As of September 30, 2008, the Company had \$0.1 million of unrecognized compensation cost related to stock options that is expected to be recorded over a weighted average period of 1.5 years.

Information related to the 2002 Plan at September 30, 2008, is as follows:

	Number of Options	Weighted Average Option Price	Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2008	2,000,481	\$ 20.89		
Granted				
Exercised				
Cancelled	(394,380)	20.77		
Outstanding at September 30, 2008	1,606,101	\$ 20.92	4.8	\$

## 15. Earnings per Share

The Company reports earnings per share in accordance with SFAS No. 128, "Earnings per Share." Basic and diluted earnings per share amounts were computed using weighted average shares outstanding for the three and nine months ended September 30, 2008 and 2007, respectively. Diluted earnings per share included 48,467 and 28,234 shares, respectively, of restricted stock granted under the 2006 Plan for the three and nine months ended September 30, 2008, and no shares for both the three and nine months ended September 30, 2007, as to do so would have been anti-dilutive. Options to purchase 1,606,101 and 2,012,268 shares of common stock were outstanding at September 30, 2008 and 2007, respectively, but were excluded from the computation of net income per share because to do so would have been anti-dilutive for the periods presented.

## 16. Defined Benefit Plans

Net periodic pension and postretirement costs for TriMas' defined benefit pension plans and postretirement benefit plans, covering foreign employees, union hourly employees and certain salaried employees include the following components for the three and nine months ended September 30, 2008:

	Pension Plans			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(dollars in thousands)			
Service costs	\$ 130	\$ 140	\$ 400	\$ 410
Interest costs	430	410	1,270	1,220
Expected return on plan assets	(460)	(490)	(1,380)	(1,460)
Amortization of net loss	80	110	240	340
Net periodic benefit cost	\$ 180	\$ 170	\$ 530	\$ 510



## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 16. Defined Benefit Plans (Continued)

	Other Postretirement Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(dollars in thousands)			
Service costs	\$ 20	\$ 20	\$ 60	\$ 70
Interest costs	100	100	310	320
Gain on settlement of postretirement plan				(190)
Amortization of net loss	10	30	30	70
Net periodic benefit cost	\$ 130	\$ 150	\$ 400	\$ 270

The Company contributed approximately \$0.8 million and \$1.8 million to its defined benefit pension plans during the three and nine months ending September 30, 2008, respectively. The Company expects to contribute approximately \$1.9 million to its defined benefit pension plans for the full year 2008.

## 17. New Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141(R), "Business Combinations," which revises the current accounting practices for business combinations. Significant changes as a result of issuance of SFAS No. 141(R) include a revised definition of a business, expensing of acquisition-related transaction costs, and a change in how acquirers measure consideration, identifiable assets, liabilities assumed and goodwill acquired in a business combination. SFAS No. 141(R) is effective for business combinations occurring in fiscal years beginning after December 15, 2008, and may not be retroactively applied. There is no impact on the Company's current consolidated financial statements as a result of this pronouncement.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. For financial assets and liabilities, this statement is effective for fiscal periods beginning after November 15, 2007 and does not require new fair value measurements. In February 2008, the FASB released Staff Position No. 157-2, which delayed the effective date of SFAS No. 157 to fiscal years ending after November 15, 2008 for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the Company's financial statements on a recurring basis (at least annually), which was effective for the Company effective January 1, 2008. The adoption of SFAS No. 157 did not have a material effect on the consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115," which permits entities to choose to measure certain financial instruments and other items at fair value. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, including interim periods within that fiscal year. The Company did not elect the fair value option for any of its existing financial instruments as of September 30, 2008 and the Company has made no determination whether or not it will elect this option for financial instruments it may acquire in the future.

**TRIMAS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(unaudited)

**17. New Accounting Pronouncements (Continued)**

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements," which establishes requirements for identification, presentation and disclosure of noncontrolling interests, and requires accounting for such non-controlling interests as a separate component of shareholder's equity. SFAS No. 160 is effective prospectively for fiscal years beginning after December 15, 2008. However, the presentation and disclosure requirements are required to be retrospectively applied to comparative financial statements. There is no impact on the Company's current consolidated financial statements as a result of this pronouncement.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133." SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133 to provide users of financial statements with an enhanced understanding of derivative instruments, how they are accounted for and their impact on a company's financial position and performance. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company is currently assessing the impact of the adoption of SFAS No. 161 on its consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles," which is intended to improve financial reporting by identifying a consistent hierarchy for selecting accounting principles to be used in preparing financial statements that are prepared in conformance with generally accepted accounting principles. The statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with GAAP." There is no impact on the Company's current consolidated financial statements as a result of this pronouncement.

**18. Supplemental Guarantor Condensed Consolidating Financial Information**

Under an indenture dated September 6, 2002, TriMas Corporation ("Parent"), issued 9<sup>7</sup>/<sub>8</sub>% senior subordinated notes due 2012 in a total principal amount of \$437.8 million (face value), of which \$100.0 million was subsequently retired in the second quarter of 2007 in connection with the Company's initial public offering. The remaining outstanding Notes are guaranteed by substantially all of the Company's domestic subsidiaries ("Guarantor Subsidiaries"). All of the Guarantor Subsidiaries are 100% owned by the Parent and their guarantee is full, unconditional, joint and several. The Company's non-domestic subsidiaries and TSPC, Inc. have not guaranteed the Notes ("Non-Guarantor Subsidiaries"). The Guarantor Subsidiaries have also guaranteed amounts outstanding under the Company's Credit Facility.

The accompanying supplemental guarantor condensed, consolidating financial information is presented using the equity method of accounting for all periods presented. Under this method, investments in subsidiaries are recorded at cost and adjusted for the Company's share in the subsidiaries' cumulative results of operations, capital contributions and distributions and other changes in equity. Elimination entries relate primarily to the elimination of investments in subsidiaries and associated intercompany balances and transactions.



## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Balance Sheet  
(dollars in thousands)**

	September 30, 2008				Consolidated
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$	\$ 200	\$ 4,450	\$	\$ 4,650
Trade receivables, net		112,950	23,550		136,500
Receivables, intercompany			1,490	(1,490)	
Inventories, net		172,880	25,810		198,690
Deferred income taxes		18,150	710		18,860
Prepaid expenses and other current assets		7,440	1,290		8,730
Assets of discontinued operations held for sale		2,860			2,860
Total current assets		314,480	57,300	(1,490)	370,290
Investments in subsidiaries	562,670	136,360		(699,030)	
Property and equipment, net		141,230	50,400		191,630
Goodwill		295,480	81,970		377,450
Intangibles and other assets	14,790	215,360	5,690	(9,200)	226,640
Total assets	\$577,460	\$1,102,910	\$ 195,360	\$ (709,720)	\$ 1,166,010
<b>Liabilities and Shareholders' Equity</b>					
Current liabilities:					
Current maturities, long-term debt	\$	\$ 5,520	\$ 6,920	\$	\$ 12,440
Accounts payable, trade		107,380	19,770		127,150
Accounts payable, intercompany		1,490		(1,490)	
Accrued liabilities	9,730	53,640	8,940		72,310
Liabilities of discontinued operations		1,250			1,250
Total current liabilities	9,730	169,280	35,630	(1,490)	213,150
Long-term debt	337,080	252,230	14,040		603,350
Deferred income taxes		85,490	7,700	(9,200)	83,990
Other long-term liabilities		33,240	1,630		34,870
Total liabilities	346,810	540,240	59,000	(10,690)	935,360
Total shareholders' equity	230,650	562,670	136,360	(699,030)	230,650
Total liabilities and shareholders' equity	\$577,460	\$1,102,910	\$ 195,360	\$ (709,720)	\$ 1,166,010



## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Balance Sheet  
(dollars in thousands)**

	December 31, 2007				Consolidated
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$	\$ 550	\$ 4,250	\$	\$ 4,800
Trade receivables, net		69,760	19,610		89,370
Receivables, intercompany			1,700	(1,700)	
Inventories, net		162,800	27,790		190,590
Deferred income taxes		17,960	900		18,860
Prepaid expenses and other current assets		5,870	1,140		7,010
Assets of discontinued operations held for sale		3,330			3,330
Total current assets		260,270	55,390	(1,700)	313,960
Investments in subsidiaries	528,420	139,880		(668,300)	
Property and equipment, net		139,580	55,540		195,120
Goodwill		291,990	85,350		377,340
Intangibles and other assets	18,430	230,430	4,430	(11,720)	241,570
Total assets	\$546,850	\$1,062,150	\$ 200,710	\$ (681,720)	\$ 1,127,990
<b>Liabilities and Shareholders' Equity</b>					
Current liabilities:					
Current maturities, long-term debt	\$	\$ 3,300	\$ 5,090	\$	\$ 8,390
Accounts payable, trade		102,920	18,940		121,860
Accounts payable, intercompany		1,700		(1,700)	
Accrued liabilities	1,390	58,820	11,620		71,830
Liabilities of discontinued operations		1,450			1,450
Total current liabilities	1,390	168,190	35,650	(1,700)	203,530
Long-term debt	336,970	254,210	16,420		607,600
Deferred income taxes		77,890	7,110	(11,720)	73,280
Other long-term liabilities		33,440	1,650		35,090
Total liabilities	338,360	533,730	60,830	(13,420)	919,500
Total shareholders' equity	208,490	528,420	139,880	(668,300)	208,490
Total liabilities and shareholders' equity	\$546,850	\$1,062,150	\$ 200,710	\$ (681,720)	\$ 1,127,990



## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Statement of Operations  
(dollars in thousands)**

	Three Months Ended September 30, 2008				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Net sales	\$	\$ 227,710	\$ 59,910	\$ (10,720)	\$ 276,900
Cost of sales		(167,120)	(48,750)	10,720	(205,150)
Gross profit		60,590	11,160		71,750
Selling, general and administrative expenses		(37,760)	(6,150)		(43,910)
Gain (loss) on dispositions of property and equipment		(190)	240		50
Operating profit		22,640	5,250		27,890
Other income (expense), net:					
Interest expense	(8,750)	(4,370)	(450)		(13,570)
Other, net		660	(1,140)		(480)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(8,750)	18,930	3,660		13,840
Income tax (expense) benefit	3,070	(7,270)	(1,340)		(5,540)
Equity in net income (loss) of subsidiaries	14,000	2,320		(16,320)	
Income (loss) from continuing operations	8,320	13,980	2,320	(16,320)	8,300
Income from discontinued operations		20			20
Net income (loss)	\$ 8,320	\$ 14,000	\$ 2,320	\$ (16,320)	\$ 8,320

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Statement of Operations  
(dollars in thousands)**

	Three Months Ended September 30, 2007				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Net sales	\$	\$ 210,970	\$ 60,290	\$ (12,610)	\$ 258,650
Cost of sales		(153,510)	(47,830)	12,610	(188,730)
Gross profit		57,460	12,460		69,920
Selling, general and administrative expenses		(36,710)	(5,940)		(42,650)
Gain (loss) on dispositions of property and equipment		(1,820)	30		(1,790)
Operating profit		18,930	6,550		25,480
Other income (expense), net:					
Interest expense	(8,510)	(6,550)	(660)		(15,720)
Other, net	(260)	(520)	(450)		(1,230)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(8,770)	11,860	5,440		8,530
Income tax (expense) benefit	3,310	(4,490)	(1,930)		(3,110)
Equity in net income (loss) of subsidiaries	12,040	3,510		(15,550)	
Income (loss) from continuing operations	6,580	10,880	3,510	(15,550)	5,420
Income from discontinued operations		1,160			1,160
Net income (loss)	\$ 6,580	\$ 12,040	\$ 3,510	\$ (15,550)	\$ 6,580

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Statement of Operations  
(dollars in thousands)**

	Nine Months Ended September 30, 2008				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Net sales	\$	\$ 699,130	\$ 191,130	\$ (36,720)	\$ 853,540
Cost of sales		(514,270)	(152,150)	36,720	(629,700)
Gross profit		184,860	38,980		223,840
Selling, general and administrative expenses		(119,680)	(18,140)		(137,820)
Gain (loss) on dispositions of property and equipment		(500)	330		(170)
Operating profit		64,680	21,170		85,850
Other income (expense), net:					
Interest expense	(26,280)	(14,540)	(1,340)		(42,160)
Other, net		2,290	(5,300)		(3,010)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(26,280)	52,430	14,530		40,680
Income tax (expense) benefit	9,200	(19,660)	(4,750)		(15,210)
Equity in net income (loss) of subsidiaries	42,720	9,780		(52,500)	
Income (loss) from continuing operations	25,640	42,550	9,780	(52,500)	25,470
Income from discontinued operations		170			170
Net income (loss)	\$ 25,640	\$ 42,720	\$ 9,780	\$ (52,500)	\$ 25,640

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Statement of Operations  
(dollars in thousands)**

	Nine Months Ended September 30, 2007				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
Net sales	\$	\$ 689,520	\$ 185,090	\$ (43,850)	\$ 830,760
Cost of sales		(496,880)	(150,160)	43,850	(603,190)
Gross profit		192,640	34,930		227,570
Selling, general and administrative expenses		(116,010)	(17,500)		(133,510)
Advisory services agreement termination fee		(10,000)			(10,000)
Costs for early termination of operating leases		(4,230)			(4,230)
Gain (loss) on dispositions of property and equipment		(1,690)	10		(1,680)
Operating profit		60,710	17,440		78,150
Other income (expense), net:					
Interest expense	(30,080)	(20,520)	(2,320)		(52,920)
Debt extinguishment costs	(7,440)				(7,440)
Other, net	3,650	(5,810)	(1,290)		(3,450)
Income (loss) before income tax (expense) benefit and equity in net income (loss) of subsidiaries	(33,870)	34,380	13,830		14,340
Income tax (expense) benefit	12,180	(12,560)	(4,850)		(5,230)
Equity in net income (loss) of subsidiaries	32,130	8,980		(41,110)	
Income (loss) from continuing operations	10,440	30,800	8,980	(41,110)	9,110
Income from discontinued operations		1,330			1,330
Net income (loss)	\$ 10,440	\$ 32,130	\$ 8,980	\$ (41,110)	\$ 10,440



## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Statement of Cash Flows  
(dollars in thousands)**

	Nine Months Ended September 30, 2008				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
<b>Cash Flows from Operating Activities:</b>					
Net cash provided by (used for) operating activities	\$(16,680)	\$ 27,040	\$ 12,430	\$	\$ 22,790
<b>Cash Flows from Investing Activities:</b>					
Capital expenditures		(16,560)	(3,540)		(20,100)
Acquisition of businesses, net of cash acquired		(3,490)	(2,860)		(6,350)
Net proceeds from disposition of businesses and other assets		320	1,940		2,260
Net cash used for investing activities		(19,730)	(4,460)		(24,190)
<b>Cash Flows from Financing Activities:</b>					
Repayments of borrowings on senior credit facilities		(1,950)	(2,320)		(4,270)
Proceeds from borrowings on term loan facilities			490		490
Proceeds from borrowings on revolving credit facilities		338,090	8,070		346,160
Repayments of borrowings on revolving credit facilities		(335,900)	(5,230)		(341,130)
Intercompany transfers (to) from subsidiaries	16,680	(7,900)	(8,780)		
Net cash provided by (used for) financing activities	16,680	(7,660)	(7,770)		1,250
<b>Cash and Cash Equivalents:</b>					
Increase (decrease) for the period		(350)	200		(150)
At beginning of period		550	4,250		4,800
At end of period	\$	\$ 200	\$ 4,450	\$	\$ 4,650

## TRIMAS CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(unaudited)

## 18. Supplemental Guarantor Condensed Consolidating Financial Information (Continued)

**Supplemental Guarantor  
Condensed Financial Statements  
Consolidating Statement of Cash Flows  
(dollars in thousands)**

	Nine Months Ended September 30, 2007				
	Parent	Guarantor	Non-Guarantor	Eliminations	Total
<b>Cash Flows from Operating Activities:</b>					
Net cash provided by (used for) operating activities	\$ (21,890)	\$ 54,110	\$ 14,660	\$	\$ 46,880
<b>Cash Flows from Investing Activities:</b>					
Capital expenditures		(16,130)	(6,390)		(22,520)
Acquisition of leased assets		(29,960)			(29,960)
Acquisition of businesses, net of cash acquired		(13,540)			(13,540)
Net proceeds from disposition of businesses and other assets		6,150			6,150
Net cash used for investing activities		(53,480)	(6,390)		(59,870)
<b>Cash Flows from Financing Activities:</b>					
Proceeds from sale of common stock in connection with the Company's initial public offering, net of issuance costs	126,460				126,460
Repayments of borrowings on senior credit facilities		(1,950)	(650)		(2,600)
Proceeds from borrowings on revolving credit facilities		391,780	7,800		399,580
Repayments of borrowings on revolving credit facilities		(400,200)	(9,690)		(409,890)
Retirement of senior subordinated notes	(100,000)				(100,000)
Intercompany transfers (to) from subsidiaries	(4,570)	9,790	(5,220)		
Net cash provided by (used for) financing activities	21,890	(580)	(7,760)		13,550
<b>Cash and Cash Equivalents:</b>					
Increase (decrease) for the period		50	510		560
At beginning of period		460	3,140		3,600
At end of period	\$	\$ 510	\$ 3,650	\$	\$ 4,160



**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition contains forward-looking statements regarding industry outlook and our expectations regarding the performance of our business. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under the heading "Forward Looking Statements," at the beginning of this report. Our actual results may differ materially from those contained in or implied by any forward-looking statements. You should read the following discussion together with the Company's reports on file with the Securities and Exchange Commission.*

**Introduction**

We are an industrial manufacturer of highly engineered products serving niche markets in a diverse range of commercial, industrial and consumer applications. We currently have five operating segments: Packaging Systems, Energy Products, Industrial Specialties, RV & Trailer Products and Recreational Accessories. In reviewing our financial results, consideration should be given to certain critical events, including acquisitions and recent consolidation, integration and restructuring efforts.

**Key Factors and Risks Affecting our Reported Results.** Critical factors affecting our ability to succeed include: our ability to successfully pursue organic growth through product development, cross-selling and extending product-line offerings, our ability to quickly and cost-effectively introduce new products; our ability to acquire and integrate companies or products that will supplement existing product lines, add new distribution channels, expand our geographic coverage or enable us to better absorb overhead costs; our ability to manage our cost structure more efficiently through improved supply base management, internal sourcing and/or purchasing of materials, selective outsourcing and/or purchasing of support functions, working capital management, and greater leverage of our administrative and overhead functions. If we are unable to do any of the foregoing successfully, our financial condition and results of operations could be materially and adversely impacted.

Our businesses and results of operations depend upon general economic conditions and we serve some customers in highly cyclical industries that are highly competitive and themselves adversely impacted by unfavorable economic conditions. There is some seasonality in the business of our Recreational Accessories and RV & Trailer Products operating segments as well. Sales of towing and trailering products within these business segments are generally stronger in the second and third quarters, as trailer original equipment manufacturers (OEMs), distributors and retailers acquire product for the selling season. No other operating segment experiences significant seasonal fluctuation in its business. We do not consider sales order backlog to be a material factor in our business. A growing portion of our sales may be derived from international sources, which exposes us to certain risks, including currency risks. The demand for some of our products, particularly in the Recreational Accessories and RV & Trailer Products segments, is influenced by consumer sentiment, which could be negatively impacted by increased costs to consumers as a result of higher interest rates and energy costs, among other things.

We are sensitive to price movements in our raw materials supply base. Our largest material purchases are for steel, copper, aluminum, polyethylene and other resins and energy. We have experienced increasing costs of steel and resin and have worked with our suppliers to manage cost pressures and disruptions in supply. We have also initiated pricing programs to pass increased steel, copper, aluminum and resin costs to customers. Although we have experienced delays in our ability to implement price increases, we generally recover such increased costs. Although we have not experienced disruptions in the supply of steel since 2005, we may experience disruptions in supply in the future and we may not be able to pass along higher costs associated with such disruptions to our customers in the form of price increases. We will continue to take actions as necessary to manage risks

associated with increasing steel or other raw material costs however; such increased costs may adversely impact our earnings.

We report shipping and handling expenses associated with Recreational Accessories' sales distribution network as an element of selling, general and administrative expenses in its consolidated statement of operations. As such, gross margins for the Recreational Accessories segment may not be comparable to other companies which include all costs related to their distribution network in cost of sales.

We have substantial debt, interest and lease payment requirements that may restrict our future operations and impair our ability to meet our obligations and, in a rising interest rate environment, our performance may be adversely affected by our degree of leverage.

**Key Indicators of Performance.** In evaluating our business, our management considers Adjusted EBITDA as a key indicator of financial operating performance and as a measure of cash generating capability. We define Adjusted EBITDA as net income (loss) before cumulative effect of accounting change, interest, taxes, depreciation, amortization, non-cash asset and goodwill impairment charges and write-offs and non-cash losses on sale-leaseback of property and equipment. In evaluating Adjusted EBITDA, our management deems it important to consider the quality of our underlying earnings by separately identifying certain costs undertaken to improve our results, such as costs related to consolidating facilities and businesses in an effort to eliminate duplicative costs or achieve efficiencies, costs related to integrating acquisitions and restructuring costs related to expense reduction efforts. Although we may undertake new consolidation, restructuring and integration efforts in the future as a result of our acquisition activity, our management separately considers these costs in evaluating underlying business performance. Caution must be exercised in considering these items as they include substantially (but not necessarily entirely) cash costs and there can be no assurance that we will ultimately realize the benefits of these efforts. Moreover, even if the anticipated benefits are realized, they may be offset by other business performance or general economic issues.

Management believes that consideration of Adjusted EBITDA together with a careful review of our results reported under GAAP is the best way to analyze our ability to service and/or incur indebtedness, as we are a highly leveraged company. We use Adjusted EBITDA as a key performance measure because we believe it facilitates operating performance comparisons from period to period and company to company by excluding potential differences caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and the impact of purchase accounting and FASB Statement of Financial Accounting Standards No. 142 (SFAS No. 142), "*Goodwill and Other Intangible Assets*" (affecting depreciation and amortization expense). Because Adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we also use Adjusted EBITDA for business planning purposes, to incent and compensate our management personnel, in measuring our performance relative to that of our competitors and in evaluating acquisition opportunities.

In addition, we believe Adjusted EBITDA and similar measures are widely used by investors, securities analysts, ratings agencies and other interested parties as a measure of financial performance and debt-service capabilities. Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

it does not reflect our cash expenditures for capital equipment or other contractual commitments;

although depreciation, amortization and asset impairment charges and write-offs are non-cash charges, the assets being depreciated, amortized or written off may have to be replaced in the

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future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements;

it does not reflect changes in, or cash requirements for, our working capital needs;

it does not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our indebtedness;

it does not reflect certain tax payments that may represent a reduction in cash available to us;

it includes amounts resulting from matters we consider not to be indicative of underlying performance of our fundamental business operations, as discussed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*," and;

other companies, including companies in our industry, may calculate these measures differently and as the number of differences in the way two different companies calculate these measures increases, the degree of their usefulness as a comparative measure correspondingly decreases.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only supplementally. We carefully review our operating profit margins (operating profit as a percentage of net sales) at a segment level, which are discussed in detail in our year-to-year comparison of operating results.

The following is a reconciliation of our net income to Adjusted EBITDA and cash flows from operating activities for the three and nine months ended September 30, 2008 and 2007:

	Three months ended September 30,		Nine months ended September 30,	
	2008	2007	2008	2007
	(dollars in thousands)			
<b>Net income</b>	\$ 8,320	\$ 6,580	\$ 25,640	\$ 10,440
Income tax expense	5,560	3,850	15,310	6,960
Interest expense	13,630	15,720	42,320	52,920
Debt extinguishment costs				7,440
Depreciation and amortization	10,740	10,920	32,440	30,380
<b>Adjusted EBITDA, total company</b>	\$ 38,250	\$ 37,070	\$ 115,710	\$ 108,140
Interest paid	(5,140)	(6,370)	(32,240)	(40,880)
Taxes paid	(1,130)	(1,830)	(6,460)	(6,840)
(Gain) loss on dispositions of property and equipment	(50)	1,500	40	1,570
Receivables sales and securitization, net	(23,100)	(4,720)	(26,730)	28,610
Net change in working capital	(9,300)	(4,710)	(27,530)	(43,720)
<b>Cash flows provided by operating activities</b>	\$ (470)	\$ 20,940	\$ 22,790	\$ 46,880

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The following details certain items relating to our consolidation, restructuring and integration efforts and the costs and expenses incurred in connection with our initial public offering and use of proceeds therefrom that are included in the determination of net income under GAAP and are not added back to net income in determining Adjusted EBITDA, but that we would consider in evaluating the quality of our Adjusted EBITDA:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2008	2007	2008	2007
	(dollars in thousands)			
Facility and business consolidation costs(a)	\$	\$ 370	\$ 720	\$ 740
Business unit restructuring costs(b)		710	2,970	
Advisory services agreement termination fee(c)				10,000
Costs for early termination of operating leases(d)				4,230
	\$	710	\$ 370	\$ 3,690
				\$ 14,970

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- (a) Includes employee training, severance and relocation costs, equipment move and plant rearrangement costs associated with facility and business consolidations.
- (b) Includes principally employee severance costs associated with business unit restructuring and other cost reduction activities.
- (c) Expense associated with the termination of our advisory services agreement with Heartland.
- (d) Costs associated with the early termination of operating leases and purchase of underlying machinery and equipment assets.

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Segment Information and Supplemental Analysis

The following table summarizes financial information of continuing operations for our five business segments for the three months ended September 30, 2008 and 2007:

	Three Months Ended September 30,			
	2008	As a Percentage of Net Sales	2007	As a Percentage of Net Sales
(dollars in thousands)				
<b>Net Sales:</b>				
Packaging Systems	\$ 58,520	21.1%	\$ 51,770	20.0%
Energy Products	55,430	20.0%	40,330	15.6%
Industrial Specialties	59,250	21.4%	51,030	19.7%
RV & Trailer Products	41,970	15.2%	45,940	17.8%
Recreational Accessories	61,730	22.3%	69,580	26.9%
<b>Total</b>	<b>\$ 276,900</b>	<b>100.0%</b>	<b>\$ 258,650</b>	<b>100.0%</b>
<b>Gross Profit:</b>				
Packaging Systems	\$ 16,340	27.9%	\$ 14,880	28.7%
Energy Products	14,680	26.5%	10,900	27.0%
Industrial Specialties	16,660	28.1%	14,460	28.3%
RV & Trailer Products	7,420	17.7%	10,030	21.8%
Recreational Accessories	16,650	27.0%	19,650	28.2%
<b>Total</b>	<b>\$ 71,750</b>	<b>25.9%</b>	<b>\$ 69,920</b>	<b>27.0%</b>
<b>Selling, General and Administrative:</b>				
Packaging Systems	\$ 7,880	13.5%	\$ 6,780	13.1%
Energy Products	6,500	11.7%	6,020	14.9%
Industrial Specialties	4,410	7.4%	4,320	8.5%
RV & Trailer Products	6,070	14.5%	5,660	12.3%
Recreational Accessories	13,990	22.7%	14,550	20.9%
Corporate expenses and management fees	5,060	N/A	5,320	N/A
<b>Total</b>	<b>\$ 43,910</b>	<b>15.9%</b>	<b>\$ 42,650</b>	<b>16.5%</b>
<b>Operating Profit:</b>				
Packaging Systems	\$ 8,670	14.8%	\$ 8,110	15.7%
Energy Products	8,170	14.7%	4,860	12.1%
Industrial Specialties	12,110	20.4%	9,930	19.5%
RV & Trailer Products	1,300	3.1%	4,270	9.3%
Recreational Accessories	2,700	4.4%	4,920	7.1%
Corporate expenses and management fees	(5,060)	N/A	(6,610)	N/A
<b>Total</b>	<b>\$ 27,890</b>	<b>10.1%</b>	<b>\$ 25,480</b>	<b>9.9%</b>
<b>Adjusted EBITDA:</b>				
Packaging Systems	\$ 12,580	21.5%	\$ 11,300	21.8%
Energy Products	8,850	16.0%	5,670	14.1%
Industrial Specialties	13,590	22.9%	11,550	22.6%
RV & Trailer Products	3,440	8.2%	6,480	14.1%
Recreational Accessories	5,120	8.3%	7,710	11.1%
Corporate expenses and management fees	(5,470)	N/A	(7,580)	N/A
<b>Subtotal from continuing operations</b>	<b>38,110</b>	<b>13.8%</b>	<b>35,130</b>	<b>13.6%</b>
<b>Discontinued operations</b>	<b>140</b>	<b>N/A</b>	<b>1,940</b>	<b>N/A</b>



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Total company	\$ 38,250	13.8%	\$ 37,070	14.3%
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The following table summarizes financial information of continuing operations for our five business segments for the nine months ended September 30, 2008 and 2007:

	Nine Months Ended September 30,			
	2008	As a Percentage of Net Sales	2007	As a Percentage of Net Sales
(dollars in thousands)				
<b>Net Sales:</b>				
Packaging Systems	\$ 170,500	20.0%	\$ 162,220	19.4%
Energy Products	157,390	18.4%	122,930	14.8%
Industrial Specialties	168,930	19.8%	154,470	18.6%
RV & Trailer Products	142,370	16.7%	152,420	18.3%
Recreational Accessories	214,350	25.1%	238,720	28.7%
<b>Total</b>	<b>\$ 853,540</b>	<b>100.0%</b>	<b>\$ 830,760</b>	<b>99.8%</b>
<b>Gross Profit:</b>				
Packaging Systems	\$ 49,180	28.8%	\$ 48,570	29.9%
Energy Products	44,710	28.4%	35,310	28.7%
Industrial Specialties	49,020	29.0%	45,500	29.5%
RV & Trailer Products	24,810	17.4%	34,550	22.7%
Recreational Accessories	56,120	26.2%	63,640	26.7%
<b>Total</b>	<b>\$ 223,840</b>	<b>26.2%</b>	<b>\$ 227,570</b>	<b>27.4%</b>
<b>Selling, General and Administrative:</b>				
Packaging Systems	\$ 22,760	13.3%	\$ 20,850	12.9%
Energy Products	20,030	12.7%	18,340	14.9%
Industrial Specialties	14,040	8.3%	12,910	8.4%
RV & Trailer Products	18,550	13.0%	17,640	11.6%
Recreational Accessories	44,240	20.6%	46,040	19.3%
Corporate expenses and management fees	18,200	N/A	17,730	N/A
<b>Total</b>	<b>\$ 137,820</b>	<b>16.1%</b>	<b>\$ 133,510</b>	<b>16.1%</b>
<b>Operating Profit:</b>				
Packaging Systems	\$ 26,700	15.7%	\$ 27,930	17.2%
Energy Products	24,670	15.7%	16,930	13.8%
Industrial Specialties	34,750	20.6%	32,370	21.0%
RV & Trailer Products	6,110	4.3%	16,740	11.0%
Recreational Accessories	11,820	5.5%	17,420	7.3%
Corporate expenses and management fees	(18,200)	N/A	(33,240)	N/A
<b>Total</b>	<b>\$ 85,850</b>	<b>10.1%</b>	<b>\$ 78,150</b>	<b>9.4%</b>
<b>Adjusted EBITDA:</b>				
Packaging Systems	\$ 38,250	22.4%	\$ 37,690	23.2%
Energy Products	26,670	16.9%	19,030	15.5%
Industrial Specialties	39,190	23.2%	36,050	23.3%
RV & Trailer Products	11,910	8.4%	22,840	15.0%
Recreational Accessories	19,030	8.9%	25,130	10.5%
Corporate expenses and management fees	(19,910)	N/A	(35,810)	N/A
<b>Subtotal from continuing operations</b>	<b>115,140</b>	<b>13.5%</b>	<b>104,930</b>	<b>12.6%</b>
<b>Discontinued operations</b>	<b>570</b>	<b>N/A</b>	<b>3,210</b>	<b>N/A</b>
<b>Total company</b>	<b>\$ 115,710</b>	<b>13.6%</b>	<b>\$ 108,140</b>	<b>13.0%</b>



**Results of Operations**

The principal factors impacting us during the three and nine months ended September 30, 2008 compared with the three and nine months ended September 30, 2007, were:

strong demand in certain industrial sectors, most notably energy and aerospace, impacting our specialty gasket and engine businesses in the Energy Products operating segment and the aerospace fastener business in our Industrial Specialties operating segment;

continued declines in end-market demand across most market channels in our Recreational Accessories and RV & Trailer Products operating segments as a result of reduced consumer discretionary spending due to unfavorable economic conditions including higher fuel prices, uncertain credit market and interest rate environment and diminished consumer confidence;

inflationary increases in raw material prices, most notably for steel and resin, and increases in costs and freight related to foreign-sourced products, which began to impact our businesses in the second quarter of 2008, and for which we are pursuing recovery from our customers via sales price increases or surcharges;

declines in the value of the U.S. dollar as compared to the currencies in countries where we operate, primarily impacting the first half of 2008; and

completion of our initial public offering of our common stock in May 2007, the use of proceeds therefrom to retire \$100.0 million face value of senior subordinated notes, to effect early termination of operating leases and acquire underlying machinery and equipment assets and to terminate an advisory services agreement, and the related cost savings from such retirements/terminations;

**Three Months Ended September 30, 2008 Compared with Three Months Ended September 30, 2007**

Overall, net sales increased \$18.3 million, or approximately 7.1%, for the three months ended September 30, 2008 as compared with the three months ended September 30, 2007. Of this amount, approximately \$1.7 million was due to currency exchange, as our reported results in U.S. dollars were positively impacted by stronger foreign currencies. Packaging Systems' net sales increased \$6.7 million, or approximately 13.0%, primarily as a result of increases in our specialty dispensing products and our industrial closure, ring and lever products. Net sales within Energy Products increased \$15.1 million, or approximately 37.4%, as our specialty gasket business benefited from continued high levels of activity at petroleum refineries and petrochemical facilities and our engine business benefitted from increased demand driven by completion of previously drilled wells. Net sales within Industrial Specialties increased \$8.2 million, or approximately 16.1%, due to continued strong demand in the majority of businesses in this segment, most notably within our aerospace fastener, industrial cylinder and defense businesses. Net sales within RV & Trailer Products decreased \$3.9 million, or approximately 8.6%, primarily due to reduced sales in our electrical and trailer products businesses due to weak end-market demand. Recreational Accessories' net sales decreased \$7.9 million, or 11.3%, primarily as a result of decreased sales due to weak end-market demand and changes in certain promotional programs in our retail business.

Gross profit margin (gross profit as a percentage of sales) approximated 25.9% and 27.0% for three months ended September 30, 2008 and 2007, respectively. Packaging Systems' gross profit margin decreased to 27.9% for the three months ended September 30, 2008, from 28.7% for the three months ended September 30, 2007, due primarily to increasing raw material costs. Energy Products' gross profit margin decreased to 26.5% for the three months ended September 30, 2008, as compared to 27.0% for the three months ended September 30, 2007, due primarily to higher domestic production costs in our specialty gasket business. Gross profit margin within Industrial Specialties approximated 28.1% and 28.3% for the three months ended September 30, 2008 and 2007, respectively. This decrease was

primarily due to lower absorption of fixed costs and higher production costs in our specialty fittings business. RV & Trailer Products' gross profit margin decreased from 21.8% for the three months ended September 30, 2007 to 17.7% for the three months ended September 30, 2008, due to increased sourcing and commodity costs, combined with operating inefficiencies and lower absorption of fixed costs due to the lower demand levels. Recreational Accessories' gross profit margin decreased to 27.0% for the three months ended September 30, 2008, from 28.2% for the three months ended September 30, 2007, due primarily to higher commodity and freight costs, which were partially offset by pricing strategies and cost savings as a result of the closure of our Huntsville, Ontario, Canada facility in the fourth quarter of 2007.

Operating profit margin (operating profit as a percentage of sales) approximated 10.1% and 9.9% for the three months ended September 30, 2008 and 2007, respectively. Operating profit increased \$2.4 million, or 9.5%, to \$27.9 million for the quarter ended September 30, 2008, from \$25.5 million for the quarter ended September 30, 2007, primarily due to sales volume increases in our Packaging Systems, Energy Products and Industrial Specialties segments. Packaging Systems' operating profit margin was 14.8% and 15.7% in the three months ended September 30, 2008 and 2007, respectively. Operating profit increased \$0.6 million, or approximately 6.9%, for the three months ended September 30, 2008, as compared with the three months ended September 30, 2007, due to an increase in sales, which was partially offset by increases in raw material costs and expenses incurred to support our sales growth initiatives. Energy Products' operating profit margin was 14.7% and 12.1% for the three months ended September 30, 2008 and 2007, respectively. Operating profit increased \$3.3 million, or approximately 68.1%, for the three months ended September 30, 2008, as compared with the three months ended September 30, 2007, due primarily to sales volume increases in both our specialty gasket and engine businesses and the favorable impact of prior quarter investments supporting our sales growth initiatives. Industrial Specialties' operating profit margin was 20.4% and 19.5% for the three months ended September 30, 2008 and 2007, respectively. Operating profit increased \$2.2 million, or approximately 22.0%, for the three months ended September 30, 2008 as compared with the three months ended September 30, 2007, due primarily to higher sales levels between years. RV & Trailer Products' operating profit margin decreased to 3.1% for the quarter ended September 30, 2008, from 9.3% for the quarter ended September 30, 2007. Operating profit decreased \$3.0 million in the three months ended September 30, 2008, as compared with the three months ended September 30, 2007, due primarily to the increased commodity costs and lower sales in the North American trailer and electrical products businesses, which were partially offset by increased sales and profit in our Australian business. Recreational Accessories' operating profit margin was 4.4% and 7.1% in the three months ended September 30, 2008 and 2007, respectively. Operating profit decreased \$2.2 million in the three months ended September 30, 2008, compared with the three months ended September 30, 2007, primarily due to decreased sales volumes in our towing and retail business, which were partially offset by savings as a result of the Huntsville facility closure in the fourth quarter of 2007, lower costs due to the consolidation of our towing products distribution network and lower discretionary spending in both our towing products and retail businesses.

Adjusted EBITDA margin (Adjusted EBITDA as a percentage of sales) approximated 13.8% and 13.6% for the three months ended September 30, 2008 and 2007, respectively. Adjusted EBITDA increased \$3.0 million for the three months ended September 30, 2008, as compared to the three months ended September 30, 2007, consistent with the increase in operating profit between years after consideration of approximately \$0.2 million of gains on transactions denominated in foreign currencies during the three months ended September 30, 2008, compared to approximately \$0.2 million of losses on such transactions in the three months ended September 30, 2007.

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**Packaging Systems.** Net sales increased \$6.7 million, or approximately 13.0%, to \$58.5 million in the three months ended September 30, 2008, as compared to \$51.8 million in the three months ended September 30, 2007. Overall, sales increased approximately \$0.9 million due to currency exchange, as our reported results in U.S. dollars were positively impacted as a result of stronger foreign currencies. In addition, sales of our specialty dispensing products increased approximately \$1.2 million and sales of our industrial closures, rings and levers increased approximately \$4.6 million in the three months ended September 30, 2008 as compared to the three months ended September 30, 2007. Sales of our laminates and insulation products were essentially flat.

Packaging Systems' gross profit increased approximately \$1.4 million to \$16.3 million, or 27.9% of sales, in the three months ended September 30, 2008, as compared to \$14.9 million, or 28.7% of sales, in the three months ended September 30, 2007. The increase in gross profit between years is primarily attributed to increased sales volumes in our specialty dispensing and industrial closure products, which were partially offset by increased steel and resin costs and other commodity items.

Packaging Systems' selling, general and administrative expenses increased approximately \$1.1 million to \$7.9 million, or 13.5% for the three months ended September 30, 2008, as compared to \$6.8 million or 13.1% of sales, in the three months ended September 30, 2007. The increase is primarily attributable to compensation and other related expenses incurred to support sales growth initiatives.

Packaging Systems' operating profit increased \$0.6 million to \$8.7 million, or 14.8% of sales, in the three months ended September 30, 2008, as compared to \$8.1 million, or 15.7% of sales, in three months ended September 30, 2007, as the impact of favorable currency exchange and increased sales volumes was partially offset by increases in raw material costs and the expenses incurred to support sales growth initiatives.

Packaging Systems' Adjusted EBITDA increased \$1.3 million to \$12.6 million, or 21.5% of sales, in the three months ended September 30, 2008, as compared to \$11.3 million, or 21.8% of sales, in the three months ended September 30, 2007. The increase in Adjusted EBITDA is consistent with the change in operating profit between years after consideration approximately \$0.8 million of increased depreciation expense primarily as the result of the acquisition of previously leased assets with the use of proceeds from our IPO in May 2007.

**Energy Products.** Net sales for the three months ended September 30, 2008 increased \$15.1 million, or 37.4%, to \$55.4 million, as compared to \$40.3 million in the three months ended September 30, 2007. Sales of specialty gaskets and related fastening hardware increased approximately \$4.1 million as a result of increased demand from existing customers due to continued high levels of turn-around activity at petrochemical refineries and increased demand for replacement parts as refineries continue to operate at capacity. Sales of slow speed engines and compressors and related products increased approximately \$11.0 million, primarily due to increased demand for single cylinder engines in both the U.S. and Canadian markets, driven by completion of previously drilled wells and strong demand for new engines and well site gas production equipment.

Gross profit within Energy Products increased \$3.8 million to \$14.7 million, or 26.5% of sales, in the three months ended September 30, 2008, as compared to \$10.9 million, or 27.0% of sales, in the three months ended September 30, 2007. Gross profit increased approximately \$4.1 million primarily as a result of the increased sales levels between years. Our slow speed engine business experienced gross profit margin expansion resulting from slight reductions in the cost of raw material inputs and increased operating leverage, with the incremental sales achieved without the addition of significant fixed costs. These increases in gross profit were partially offset by a deterioration of gross profit margin in our specialty gasket business, primarily resulting from supply chain interruptions from off-shore sources which resulted in higher domestic production costs.

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Selling, general and administrative expenses within Energy Products increased \$0.5 million to \$6.5 million, or 11.7% of net sales, in the three months ended September 30, 2008, as compared to \$6.0 million, or 14.9% of net sales, in the three months ended September 30, 2007. These businesses were able to increase sales without significant additional investment in administrative costs.

Overall, operating profit within Energy Products increased \$3.3 million to \$8.2 million, or 14.7% of sales, in the three months ended September 30, 2008, as compared to \$4.9 million, or 12.1% of sales, in the three months ended September 30, 2007, due principally to higher sales volumes and the impact of investments made earlier in 2008, primarily in our slow speed engine business, to support of our sales growth initiatives.

Energy Products' Adjusted EBITDA increased \$3.2 million to \$8.9 million, or 16.0% of sales, in the three months ended September 30, 2008, as compared to \$5.7 million, or 14.1% of sales, in the three months ended September 30, 2007, consistent with the improvement in operating profit between years.

**Industrial Specialties.** Net sales for the three months ended September 30, 2008 increased \$8.2 million, or 16.1%, to \$59.2 million, as compared to \$51.0 million in the three months ended September 30, 2007. Net sales increased 22.8% in our aerospace fastener business, as we continued to benefit from market share gains as well as strong overall market demand. Sales in our industrial cylinder business increased by 17.9%, primarily as a result of increased sales of exported ISO cylinder. Net sales in our defense business improved by 32.2% as our customers continue to build their inventory of cartridge cases in advance of the relocation of the facility. Our precision cutting tool business' sales were essentially flat despite the weak industrial markets that it serves, and benefitted from the introduction of new medical and specialty cutting tool products. Sales within our specialty fittings business declined approximately 17.3% in the third quarter of 2008 as compared to the third quarter of 2007 due to continuing weak domestic automotive market demand and extended production shut-downs by our customers. Finally, sales in our medical device business increased by 12.8%, primarily as a result of a full quarter of sales in 2008 as opposed to two months in 2007, as it was acquired on August 1, 2007.

Gross profit within Industrial Specialties increased \$2.2 million to \$16.7 million, or 28.1% of sales, in the three months ended September 30, 2008, from \$14.5 million, or 28.3% of sales, in the three months ended September 30, 2007. This increase in gross profit was primarily a result of the increase in sales levels between years and improved margins in our specialty cutting tool, defense and aerospace businesses, which were partially offset by increased operating costs in our specialty fittings business, due primarily to lower absorption of fixed costs as a result of lower production and sales levels.

Selling, general and administrative expenses increased \$0.1 million to \$4.4 million, or 7.4% of sales, in the three months ended September 30, 2008, as compared to \$4.3 million, or 8.5% of sales, in the three months ended September 30, 2007. These businesses were able to increase sales without significant additional investment in administrative costs.

Operating profit improved by \$2.2 million to \$12.1 million or 20.4% of sales for the three months ended September 30, 2008, as compared to \$9.9 million or 19.5% for the three months ended September 30, 2007. This increase relates to the benefit of higher sales levels between years and improved margins in our specialty tool, defense and aerospace businesses, which were partially offset by lower absorption of fixed costs in our specialty fittings business.

Industrial Specialties' Adjusted EBITDA increased \$2.0 million to \$13.6 million, or 22.9% of sales, in the three months ended September 30, 2008, as compared to \$11.6 million, or 22.6% of sales, in the three months ended September 30, 2007, consistent with the improvement in operating profit between years.

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**RV & Trailer Products.** Net sales decreased \$3.9 million to \$42.0 million for the three months ended September 30, 2008, as compared to \$45.9 million for the three months ended September 30, 2007. Net sales were favorably impacted by \$0.8 million of currency exchange, as our reported results in U.S. dollars were positively impacted as a result of a stronger Australian dollar. In addition, this segment benefited from increased sales in our legacy Australian business and from the acquisition of Parkside Towbars, which was completed in the first quarter of 2008. However, these increases were more than offset by our trailer and electrical products businesses decline in North American sales of approximately \$6.3 million as a result of decreased demand in end markets served due to uncertain economic conditions.

RV & Trailer Products' gross profit declined \$2.6 million to \$7.4 million, or 17.7% of sales, for the three months ended September 30, 2008, from approximately \$10.0 million, or 21.8% of sales, in the three months ended September 30, 2007. Of the decrease in gross profit between years, approximately \$1.8 million is attributed to the decline in sales volumes between periods. Further, gross profit between years was negatively impacted approximately \$2.6 million due to lower absorption of fixed costs resulting from reduced manufacturing activity in response to lower demand, which were in part offset by pricing initiatives, reductions in variable spending in response to lower sales levels, and the favorable effects of currency exchange.

Selling, general and administrative expenses increased \$0.4 million to \$6.1 million, or 14.5% of sales, in the three months ended September 30, 2008, as compared to \$5.7 million, or 12.3% of sales, in the three months ended September 30, 2007, as increases in spending related to growth initiatives within our Australian and Thailand businesses, including our acquisition of the Parkside Towbars business, were substantially offset by reductions in fixed and discretionary spending in North America in response to reduced demand for our trailer and electrical products in that market.

RV & Trailer Products' operating profit decreased \$3.0 million, to approximately \$1.3 million, or 3.1% of sales, in the three months ended September 30, 2008, from \$4.3 million, or 9.3% of net sales, in the three months ended September 30, 2007. Higher sales and gross profit in our Australian business, including Parkside Towbars and the impact of pricing initiatives, were more than offset by increasing commodity costs, the impact of reduced sales volumes and lower absorption of fixed costs in our trailer and electrical products businesses in North America.

RV & Trailer Products' Adjusted EBITDA decreased \$3.0 million to \$3.5 million, or 8.2% of sales, for the three months ended September 30, 2008, from \$6.5 million, or 14.1% of sales, for the three months ended September 30, 2007, consistent with the change in operating profit between years.

**Recreational Accessories.** Net sales decreased \$7.9 million to \$61.7 million for the three months ended September 30, 2008, from \$69.6 million in the three months ended September 30, 2007. Sales within our towing products business decreased approximately \$5.3 million in the third quarter of 2008 as compared to the third quarter of 2007, as increases in sales of new products were more than offset by declines in sales in the installer, distributor and original equipment channels, due to continued weak end-market demand and low consumer confidence resulting from economic uncertainty. Sales within our retail channel business declined an approximate \$2.6 million in the third quarter of 2008 as compared to third quarter 2007 due to reduced sales levels as a result of economic uncertainty and the impact of certain customer promotional programs.

Gross profit within Recreational Accessories decreased \$3.0 million to \$16.7 million, or 27.0% of sales, for the quarter ended September 30, 2008, as compared to \$19.7 million, or 28.2% of sales, for the quarter ended September 30, 2007. Of the decline in gross profit, approximately \$2.0 million resulted from the decrease in sales year-over-year and \$0.7 million of higher costs associated with customer promotional programs. The remaining net decrease between years resulted from the impact of increased freight charges, higher commodity costs and a less favorable product mix which were



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largely offset by pricing initiatives and cost savings realized as a result of the closure of our Huntsville, Ontario, Canada facility, which was closed in the fourth quarter of 2007

Recreational Accessories' selling, general and administrative expenses decreased \$0.6 million to \$14.0 million, or 22.7% of sales, for the three months ended September 30, 2008, from \$14.6 million, or 20.9%, in the three months ended September 30, 2007. The decrease between years was due primarily to reductions in selling and distribution expenses in our towing products business as a result of further consolidation of our warehouse and distribution network, lower discretionary spending corresponding with the decline in sales in our installer and distributor channels and lower promotional spending in our retail channel business.

Recreational Accessories' operating profit declined \$2.2 million to approximately \$2.7 million, or 4.4% of sales, in the three months ended September 30, 2008, from \$4.9 million, or 7.1% of sales, in the three months ended September 30, 2007. The decline in operating profit was primarily the result of the decline in sales between years, which was partially offset by cost savings due to the closure of the Huntsville facility, lower costs due to the further consolidation of the distribution network within our towing products business and continued lower discretionary spending in both our towing products and retail businesses in response to the overall decline in sales.

Recreational Accessories' Adjusted EBITDA decreased \$2.6 million to \$5.1 million, or 8.3% of sales, for the three months ended September 30, 2008, from \$7.7 million, or 11.1% of sales, for the three months ended September 30, 2007, consistent with the change in operating profit between years.

**Corporate Expenses and Management Fees.** Corporate expenses and management fees included in operating profit and Adjusted EBITDA consist of the following:

	Three months ended September 30,	
	2008	2007
	(in millions)	
Corporate operating expenses	\$ 2.6	\$ 4.1
Employee costs and related benefits	2.5	2.5
Corporate expenses and management fees operating profit	\$ 5.1	\$ 6.6
Receivables sales and securitization expenses	0.7	1.2
Depreciation	(0.1)	(0.1)
Other, net	(0.2)	(0.1)
Corporate expenses and management fees Adjusted EBITDA	\$ 5.5	\$ 7.6

Corporate operating expenses decreased \$1.5 million to \$2.6 million in the three months ended September 30, 2008, from \$4.1 million in the three months ended September 30, 2007. The decrease between years is due primarily to decreased professional and audit fees expense, as in the third quarter of 2007 we incurred higher-than-normal professional services fees during the third quarter of 2007 in support of our efforts to fully document and complete initial testing associated with the requirements of Sarbanes-Oxley. In addition, we are experiencing lower operating expenses associated with our Asian sourcing office. Employee costs and related benefits are flat year-over-year, as the benefit from our corporate restructuring in the second quarter of 2008 was offset by higher incentive compensation costs than the year ago period and rising health and other benefit costs as compared to the three months ended September 30, 2007. Receivables sales and securitization expenses decreased by approximately \$0.5 million in the three months ended September 30, 2008 as compared with the three months ended September 30, 2007, due primarily to decreases in the weighted average securitization rate from 7.4% in the third quarter of 2007 to 4.2% in the third quarter of 2008.

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**Interest Expense.** Interest expense decreased approximately \$2.1 million to \$13.6 million for the three months ended September 30, 2008, as compared to \$15.7 million for the three months ended September 30, 2007. The decrease in interest expense was primarily the result of a decrease in weighted average variable rate U.S. borrowings outstanding between periods from \$298.2 million in the third quarter of 2007 to \$282.5 million in the third quarter of 2008 and a decrease in our weighted average interest rate on variable rate U.S. borrowings to approximately 5.0% during the third quarter of 2008, from approximately 7.7% during the third quarter of 2007.

**Other Expense, Net.** Other expense, net decreased approximately \$0.7 million to \$0.5 million for the three months ended September 30, 2008, as compared to \$1.2 million for the three months ended September 30, 2007. The amounts in both periods primarily represent expenses incurred in connection with the use of our receivables securitization facility and sales of receivables to fund working capital needs. In addition, we recognized gains on transactions denominated in foreign currencies of approximately \$0.2 million during the three months ended September 30, 2008, compared to recognizing losses on such transactions in the three months ended September 30, 2007 of approximately \$0.2 million.

**Income Taxes.** The effective income tax rates for the three months ended September 30, 2008 and 2007 were 40% and 37%, respectively. The increase in the effective rate in the quarter ended September 30, 2008 compared to the same period a year ago is primarily related to a shift in pre-tax income from lower-taxed jurisdictions to higher-taxed jurisdictions. In the quarter ended September 30, 2008, the Company reported domestic and foreign pre-tax income from continuing operations of approximately \$10.1 million and \$3.7 million, respectively. In the quarter ended September 30, 2007, the Company reported domestic and foreign pre-tax income from continuing operations of approximately \$2.5 million and \$6.0 million, respectively.

**Discontinued Operations.** The results of discontinued operations consist of our industrial fastening business through February 2007, when the sale of the business was completed, our N.I. Industries rocket launcher line of business through December 2007, when the sale of the business was completed, and our N.I. Industries property management line of business, currently held for sale, through September 30, 2008. The results of operations also include certain non-operating charges related to our industrial fastening businesses post-sale. Income from discontinued operations, net of income tax expense, was \$0.02 million and \$1.2 million for the three months ended September 30, 2008 and September 30, 2007, respectively. See Note 3, "*Discontinued Operations and Assets Held for Sale*," to our consolidated financial statements included in Part I, Item 1 of this report on Form 10-Q.

### **Nine months Ended September 30, 2008 Compared with Nine months Ended September 30, 2007**

Overall, net sales increased \$22.8 million, or approximately 2.7%, for the nine months ended September 30, 2008 as compared with the nine months ended September 30, 2007. Of this increase, approximately \$11.9 million was due to currency exchange, as our reported results in U.S. dollars were positively impacted by stronger foreign currencies. Packaging Systems' net sales increased \$8.3 million, or approximately 5.1%, primarily as a result of increases in sales of our industrial closures, ring and levers, increased sales of specialty dispensing products and the impact of favorable currency exchange. Net sales within Energy Products increased \$34.5 million, or approximately 28.0%, as our specialty gasket business benefitted from continued high levels of activity at petroleum refineries and petrochemical facilities and our engine business benefitted from increased demand in both the U.S. and Canadian markets. Net sales within Industrial Specialties increased \$14.4 million, or approximately 9.4%, due to continued strong demand in our aerospace fastener and industrial cylinder businesses, as well as the acquisition of our medical device business in August 2007. Net sales within RV & Trailer Products decreased \$10.1 million, or approximately 6.6%, due to weak end market demand and downward market pricing pressures in North America. Recreational Accessories' net sales decreased

\$24.4 million, or 10.2%, due to continued weak end market demand in the installer and original equipment market channels in our towing products business and reduced sales in our retail business due to the current economic pressures.

Gross profit margin (gross profit as a percentage of sales) approximated 26.2% and 27.4% for the nine months ended September 30, 2008 and 2007, respectively. Packaging Systems' gross profit margin decreased to 28.8% for the nine months ended September 30, 2008, from 29.9% for the nine months ended September 30, 2007, as the benefit from higher sales volumes was more than offset by increases in raw material costs. Energy Products' gross profit margin decreased to 28.4% for the nine months ended September 30, 2008, from 28.7% for the nine months ended September 30, 2007, as the benefit from higher sales volumes in both our specialty gasket and engine businesses were more than offset by higher domestic production costs in our specialty gasket business due to supply-chain interruptions. Gross profit margin within Industrial Specialties decreased to 29.0% for the nine months ended September 30, 2008, from 29.5% in the nine months ended September 30, 2007, due principally to increased costs in our specialty fittings business resulting from lower absorption of fixed costs. RV & Trailer Products' gross profit margin decreased to 17.4% for the nine months ended September 30, 2008, from 22.7% for the nine months ended September 30, 2007, primarily due to reduced operating leverage resulting from the reduced sales volumes in the North American trailer and electrical businesses. Recreational Accessories' gross profit margin decreased to 26.2% for the nine months ended September 30, 2008, from 26.7% for the nine months ended September 30, 2007, due primarily to reduced operating leverage resulting from the reduced sales volumes in both our towing products and retail businesses, which were partially offset by cost savings as a result of the closure of our Huntsville, Ontario, Canada facility in the fourth quarter of 2007.

Operating profit margin (operating profit as a percentage of sales) approximated 10.1% and 9.4% for the nine months ended September 30, 2008 and 2007, respectively. Operating profit increased \$7.7 million, or 9.9%, to \$85.9 million for the nine months ended September 30, 2008, from \$78.2 million for the nine months ended September 30, 2007, primarily due to the impact of the use of IPO proceeds, including a \$10.0 million payment to Heartland as a contractual settlement in exchange for termination of their right to receive a \$4.0 million annual fee under an advisory services agreement and \$4.2 million of costs and expenses related to the early termination of operating leases. Packaging Systems' operating profit margin was 15.7% and 17.2% for the nine months ended September 30, 2008 and 2007, respectively. Operating profit decreased \$1.2 million, or 4.4% to \$26.7 million for the nine months ended September 30, 2008, as compared with and the nine months ended September 30, 2007, as higher sales volumes in our specialty dispensing products and our industrial closures, rings and levers were more than offset by decreases in sales of our laminates and insulation products and by increasing commodity costs. Energy Products' operating profit margin was 15.7% and 13.8%, respectively, for each of the nine months ended September 30, 2008 and 2007. Operating profit increased \$7.8 million, or approximately 45.7%, for the nine months ended September 30, 2008, as compared with the nine months ended September 30, 2007, due primarily to increased sales levels in our specialty gasket business and increased sales and operating margins in our engine business, which were partially offset by costs associated with the separation of the former Group President. Industrial Specialties' operating profit margin was 20.6% and 21.0% for the nine months ended September 30, 2008 and 2007, respectively. Operating profit increased \$2.4 million, or approximately 7.4%, for the nine months ended September 30, 2008 as compared with the nine months ended September 30, 2007, due primarily to higher sales levels, most notably in our aerospace fastener and industrial cylinder businesses, which were partially offset by lower absorption of fixed costs in our specialty fittings business and costs associated with the separation of the former Group President. RV & Trailer Products' operating profit margin declined to 4.3% for the nine months ended September 30, 2008, from 11.0% for the nine months ended September 30, 2007. Operating profit decreased \$10.6 million in the nine months ended September 30, 2008, as compared with the nine months ended September 30, 2007, due primarily to the sales volume decline between years, primarily in our North American trailer and electrical businesses.

Recreational Accessories' operating profit margin was 5.5% and 7.3% in the nine months ended September 30, 2008 and 2007, respectively. Operating profit decreased \$5.6 million in the nine months ended September 30, 2008, compared with the nine months ended September 30, 2007, primarily due to the lower sales volumes in our towing and retail businesses, which were partially offset by cost savings as a result of the closure of our Huntsville facility in the fourth quarter of 2007 and lower discretionary spending in our towing products business.

Adjusted EBITDA margin (Adjusted EBITDA as a percentage of sales) approximated 13.5% and 12.6% for the nine months ended September 30, 2008 and 2007, respectively. Adjusted EBITDA increased \$10.2 million for the nine months ended September 30, 2008, as compared to the nine months ended September 30, 2007. The increase in Adjusted EBITDA is consistent with the change in operating profit between years after consideration approximately \$2.0 million of increased depreciation expense primarily as the result of the acquisition of previously leased assets with the use of proceeds from our IPO in May 2007.

**Packaging Systems.** Net sales increased \$8.3 million, or approximately 5.1%, to \$170.5 million in the nine months ended September 30, 2008, as compared to \$162.2 million in the nine months ended September 30, 2007. Overall, sales increased approximately \$4.3 million due to currency exchange, as our reported results in U.S. dollars were positively impacted as a result of stronger foreign currencies. In addition, sales of our specialty dispensing products and new product introductions increased by approximately \$1.9 million and sales of our industrial closures, rings and levers increased by approximately \$5.9 million in the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007. These increases in sales were partially offset by decreases in sales of our laminates and insulation products of approximately \$3.8 million as a result of lower levels of commercial construction activity.

Packaging Systems' gross profit increased approximately \$0.6 million to \$49.2 million, or 28.8% of sales, in the nine months ended September 30, 2008, as compared to \$48.6 million, or 29.9% of sales, in the nine months ended September 30, 2007. The increase in gross profit between years is primarily attributed to the increased sales volume for our specialty dispensing products and our industrial closures, which were partially offset by lower sales volumes in our laminates and insulation products and increased steel and resin costs.

Packaging Systems' selling, general and administrative expenses increased approximately \$1.9 million to \$22.8 million, or 13.3% of sales, for the nine months ended September 30, 2008, as compared to \$20.9 million, or 12.9% of sales, in the nine months ended September 30, 2007. The increase is primarily as a result of compensation and other related expenses incurred supporting our sales growth initiatives.

Packaging Systems' operating profit decreased \$1.2 million to \$26.7 million, or 15.7% of sales, in the nine months ended September 30, 2008, as compared to \$27.9 million, or 17.2% of sales, in nine months ended September 30, 2007, as sales increases of our specialty dispensing products, new product introductions and industrial closures, rings and levers were more than offset by the lower sales volumes in our laminate and insulation products, increased raw material costs and investments made in supporting our sales growth initiatives.

Packaging Systems' Adjusted EBITDA increased \$0.6 million to \$38.3 million, or 22.4% of sales, in the nine months ended September 30, 2008, as compared to \$37.7 million, or 23.2% of sales, in the nine months ended September 30, 2007. After consideration of approximately \$2.0 million of increased depreciation expense primarily as the result of the acquisition of previously leased assets with the use of proceeds from our initial public offering in May 2007, the change in Adjusted EBITDA is consistent with the change in operating profit between years.

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**Energy Products.** Net sales for the nine months ended September 30, 2008 increased \$34.5 million, or 28.0%, to \$157.4 million, as compared to \$122.9 million in the nine months ended September 30, 2007. Sales of specialty gaskets and related fastening hardware increased approximately \$11.5 million as a result of increased demand from existing customers due to continued high levels of turn-around activity at petrochemical refineries and increased demand for replacement parts as refineries continue to operate at capacity. Sales of slow speed engines and compressors and related products increased approximately \$23.0 million, primarily due to increased single cylinder engine demand in both the U.S. and Canadian markets, driven by completion of previously drilled wells and heavy demand for gas production equipment and spare parts.

Gross profit within Energy Products increased \$9.4 million to \$44.7 million, or 28.4% of sales, in the nine months ended September 30, 2008, as compared to \$35.3 million, or 28.7% of sales, in the nine months ended September 30, 2007. The increase in gross profit is primarily as a result of the increase in sales levels between years. This volume-related increase was partially offset by increased costs associated with supply chain interruptions resulting in higher domestic production costs and costs associated with the move to a new location for one of our specialty gasket branches and costs related thereto.

Selling, general and administrative expenses within Energy Products increased \$1.7 million to \$20.0 million, or 12.7% of net sales, in the nine months ended September 30, 2008, as compared to \$18.3 million, or 14.9% of net sales, in the nine months ended September 30, 2007. This increase was due to increased compensation and commission expenses in support of our sales growth initiatives and severance and other charges associated with the separation of the former Energy Products and Industrial Specialties Group President in the second quarter.

Overall, operating profit within Energy Products increased \$7.8 million to \$24.7 million, or 15.7% of sales, in the nine months ended September 30, 2008, as compared to \$16.9 million, or 13.8% of sales, in the nine months ended September 30, 2007, due principally to higher sales volumes, which were partially offset by severance and other charges associated with the separation of the former Energy Products and Industrial Specialties Group President in the second quarter.

Energy Products' Adjusted EBITDA increased \$7.7 million to \$26.7 million, or 16.9% of sales, in the nine months ended September 30, 2008, as compared to \$19.0 million, or 15.5% of sales, in the nine months ended September 30, 2007, consistent with the improvement in operating profit between years.

**Industrial Specialties.** Net sales for the nine months ended September 30, 2008 increased \$14.4 million, or 9.4%, to \$168.9 million, as compared to \$154.5 million in the nine months ended September 30, 2007. Net sales increased 14.3% in our aerospace fastener business, as we continued to benefit from market share gains as well as strong overall market demand. Sales in our industrial cylinder business improved by 7.1% due to increases in sales of our exported ISO cylinder. Net sales in our defense business and precision cutting tool businesses were essentially flat as compared to 2007. Sales within our specialty fittings business declined approximately 14.9% due to weak domestic automotive market demand. Finally, this segment benefited from approximately \$6.5 million of sales from our medical device business, which was acquired in the third quarter of 2007.

Gross profit within Industrial Specialties increased \$3.5 million to \$49.0 million, or 29.0% of sales, in the nine months ended September 30, 2008, from \$45.5 million, or 29.5% of sales, in the nine months ended September 30, 2007. Gross profit increased primarily as a result of the increase in sales levels between years. This increase in gross profit was partially offset by increased operating costs in our specialty fittings business, due primarily to lower absorption of fixed costs as a result of lower production and sales levels.

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Selling, general and administrative expenses increased \$1.1 million to \$14.0 million, or 8.3% of sales, in the nine months ended September 30, 2008, as compared to \$12.9 million, or 8.4% of sales, in the nine months ended September 30, 2007, primarily due to the acquisition of our medical device business in the third quarter of 2007 and severance and other charges associated with the separation of the former Energy Products and Industrial Specialties Group President.

Operating profit increased \$2.4 million to \$34.8 million, or 20.6% of sales, for the nine months ended September 30, 2008, as compared to \$32.4 million, or 21.0% of sales, in the nine months ended September 30, 2007. This increase relates to the benefit of higher sales levels between years, which was partially offset by lower absorption of fixed costs in our specialty fittings business, and increased selling and general and administrative expenses, primarily related to our newly acquired medical device business in the third quarter of 2007 and costs associated with the separation of the former Group President.

Industrial Specialties' Adjusted EBITDA increased \$3.1 million to \$39.2 million, or 23.2% of sales, in the nine months ended September 30, 2008, as compared to \$36.1 million, or 23.3% of sales, in the nine months ended September 30, 2007. After consideration of approximately \$0.7 million of increased depreciation expense primarily as the result of the acquisition of previously leased assets with the use of proceeds from our IPO in May 2007, the change in Adjusted EBITDA is consistent with the increase in operating profit between years.

**RV & Trailer Products.** Net sales decreased \$10.0 million to \$142.4 million for the nine months ended September 30, 2008, as compared to \$152.4 million for the nine months ended September 30, 2007. Net sales were favorably impacted by approximately \$5.4 million of currency exchange, as our reported results in U.S. dollars benefited from a stronger Australian dollar. In addition, this segment benefited from increased sales of approximately \$4.8 million in our legacy Australian business, including the acquisition of Parkside Towbars, which was completed in the first quarter of 2008. However, these amounts were more than offset by a decline in North American sales of approximately \$20 million due to continued weak demand as a result of current economic uncertainty, and reduced demand for our trailer and electrical products, across the majority of market channels.

RV & Trailer Products' gross profit decreased \$9.8 million to \$24.8 million, or 17.4% of sales, for the nine months ended September 30, 2008, from approximately \$34.6 million, or 22.7% of sales, in the nine months ended September 30, 2007. Of the decrease in gross profit between years, approximately \$3.5 million was attributed to the decline in sales volumes between periods. Gross profit between years was further impacted by operating inefficiencies and lower absorption of fixed costs resulting from reduced manufacturing activity in response to lower demand and a less favorable product sales mix, as our more profitable electrical products comprised a lower percentage of overall sales. These decreases were in part offset by pricing initiatives, reductions in variable spending in response to lower sales levels, and the favorable effects of currency exchange as a result of a stronger Australian dollar.

Selling, general and administrative expenses increased \$1.0 million to \$18.6 million, or 13.0% of sales, in the nine months ended September 30, 2008, as compared to \$17.6 million, or 11.6% of sales, in the nine months ended September 30, 2007. This increase was due primarily to \$1.6 million in higher spending within our Australian business, including our recently acquired Parkside Towbars business, and to support growth initiatives in Thailand. This amount was in part offset by reductions in the North American fixed and discretionary spending in response to the difficult market conditions and reduced demand for our trailer and electrical products.

RV & Trailer Products' operating profit declined \$10.6 million, to approximately \$6.1 million, or 4.3% of sales, in the nine months ended September 30, 2008, from \$16.7 million, or 11.0% of net sales, in the nine months ended September 30, 2007. The impact of the sales volume decline, lower absorption of fixed costs and a less favorable product sales mix in our trailer and electrical products businesses in North America more than offset the impact of higher sales and gross profit in our

Australian business, including the acquisition of Parkside Towbars, and the favorable effects of currency exchange as a result of a stronger Australian dollar.

RV & Trailer Products' Adjusted EBITDA decreased \$10.9 million to \$11.9 million, or 8.4% of sales, for the nine months ended September 30, 2008, from \$22.8 million, or 15.0% of sales, for the nine months ended September 30, 2007, consistent with the decline in operating profit between years.

**Recreational Accessories.** Recreational Accessories' net sales decreased \$24.3 million to \$214.4 million for the nine months ended September 30, 2008, from \$238.7 million in the nine months ended September 30, 2007. Sales within our towing products business decreased approximately \$6.8 million in the first three quarters of 2008 as compared to the first three quarters of 2007, as increases in sales of new products were more than offset by declines in sales in the installer, distributor and original equipment channels, due to continued weak end-market demand and low consumer confidence resulting from uncertain economic conditions. Sales in our retail business declined \$17.5 million in the first three quarters of 2008 as compared to the first three quarters of 2007 due to the combination of lower sales volumes as a result of the current economic uncertainty and changes in certain customer promotional programs and one-time product pipeline fills that did not recur in 2008.

Gross profit within Recreational Accessories decreased \$7.5 million to \$56.1 million, or 26.2% of sales, for the nine months ended September 30, 2008, as compared to \$63.6 million, or 26.7% of sales, for the nine months ended September 30, 2007. Of the decline in gross profit, approximately \$5.6 million resulted from the decrease in sales year-over-year and \$1.6 million of was due to higher costs associated with customer promotional programs. The remaining net decrease between years resulted from the impact of increasing commodity and higher freight costs which were largely offset by pricing initiatives and cost savings realized as a result of the closure of our Huntsville, Ontario, Canada facility, which was closed in the fourth quarter of 2007.

Recreational Accessories' selling, general and administrative expenses decreased by \$1.8 million to \$44.2 million, or 20.6% of sales, for the nine months ended September 30, 2008, as compared to \$46.0 million, or 19.3% of sales, for the nine months ended September 30, 2007. The decrease between years was due primarily to reductions in selling and distribution expenses in our towing products business as a result of further consolidation of our warehouse and distribution network, lower discretionary spending corresponding with the decline in sales in our installer and distributor channels and lower promotional spending overall in our retail channel business.

Recreational Accessories' operating profit decreased \$5.6 million to approximately \$11.8 million, or 5.5% of sales, for the nine months ended September 30, 2008, from \$17.4 million, or 7.3% of sales, for the nine months ended September 30, 2007. The decline in operating profit is primarily the result of the decline in sales between years, which was partially offset by cost savings due to the closure of the Huntsville facility, lower costs due to the further consolidation of the distribution network within our towing products business and continued lower discretionary spending in both our towing products and retail businesses in response to the decline in sales in certain end-markets.

Recreational Accessories' Adjusted EBITDA decreased \$6.1 million to \$19.0 million, or 8.9% of sales, for the nine months ended September 30, 2008, from \$25.1 million, or 10.5% of sales, for the nine months ended September 30, 2007, consistent with the decline in operating profit between years.

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**Corporate Expenses and Management Fees.** Corporate expenses and management fees included in operating profit and Adjusted EBITDA consist of the following:

	Nine months ended September 30,	
	2008	2007
	(in millions)	
Corporate operating expenses	\$ 8.8	\$ 9.9
Employee costs and related benefits	9.4	7.0
Costs for early termination of operating leases		4.2
Management fees and expenses		12.1
<b>Corporate expenses and management fees operating profit</b>	<b>\$ 18.2</b>	<b>\$ 33.2</b>
Receivables sales and securitization expenses	2.2	3.4
Depreciation	(0.1)	(0.1)
Other, net	(0.4)	(0.7)
<b>Corporate expenses and management fees Adjusted EBITDA</b>	<b>\$ 19.9</b>	<b>\$ 35.8</b>

Corporate expenses and management fees decreased \$15.0 million to \$18.2 million in the nine months ended September 30, 2008, from \$33.2 million in the nine months ended September 30, 2007. The decrease between years is primarily due to the impact of the use of IPO proceeds, which included payment of a \$10.0 million termination fee to Heartland for agreeing to a contractual settlement of its right to receive a \$4.0 million annual fee under its advisory services agreement and a \$4.2 million of costs and expenses related to the early termination of operating leases. Additionally, we incurred higher-than-normal professional services fees during 2007 in support of our efforts to fully document and complete initial testing associated with the requirements of Sarbanes-Oxley. We also experienced lower operating expenses associated with our Asian sourcing office. Employee costs and related benefits increased by \$2.4 million in the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007, due to approximately \$1.6 million of severance and other costs incurred in connection with our corporate office restructuring in the second quarter of 2008 and an increase in equity compensation expense of \$0.8 million. Receivables sales and securitization expenses decreased by approximately \$1.2 million in the nine months ended September 30, 2008 as compared with the nine months ended September 30, 2007, due primarily to decreases in the weighted average securitization rate from 7.3% in 2007 to 4.7% in 2008.

**Interest Expense.** Interest expense, including debt extinguishment costs, decreased approximately \$18.2 million, to \$42.2 million for the nine months ended September 30, 2008, as compared to \$60.4 million for the nine months ended September 30, 2007. Debt extinguishment costs of \$7.4 million were incurred in connection with the retirement of \$100.0 million face value of senior subordinated notes in June 2007. In addition, the Company incurred approximately \$5.0 million less in interest expense in the nine months ended September 30, 2008 than in the nine months ended September 30, 2007 due to the aforementioned retirement of the \$100.0 million senior subordinated notes in June 2007 in connection with the use of IPO proceeds. The remainder decrease is primarily the result of a decrease in our weighted average interest rate on variable-rate U.S. borrowings to approximately 5.4% during the first nine months of 2008, from approximately 8.0% during the first nine months of 2007. Weighted average U.S. borrowings decreased from approximately \$299.4 million in the nine months ended September 30, 2007 to approximately \$297.8 million in the nine months ended September 30, 2008.

**Other Expense, Net.** Other expense, net decreased approximately \$0.5 million to \$3.0 million for the nine months ended September 30, 2008, from \$3.5 million for the nine months ended September 30, 2007. The amounts in both periods primarily represent expenses incurred in connection



with the use of our receivables securitization facility and sales of receivables to fund working capital needs. The expense was lower in 2008 due to lower average securitization rates. In addition, we recognized losses on transactions denominated in foreign currencies of approximately \$0.4 million and \$0.3 million during the nine months ended September 30, 2008 and 2007, respectively.

**Income Taxes.** The effective income tax rate was 37% for the nine months ended September 30, 2008 and 2007, respectively. In the nine months ended September 30, 2008, the Company reported domestic and foreign pre-tax income of approximately \$27.2 million and \$13.5 million, respectively. In the nine months ended September 30, 2007, the Company reported a domestic pre-tax loss of approximately \$0.1 million and foreign pre-tax income of approximately \$14.4 million, respectively.

**Discontinued Operations.** The results of discontinued operations consist of our industrial fastening business through February 2007, when the sale of the business was completed, our N.I. Industries rocket launcher line of business through December 2007, when the sale of the business was completed, and our N.I. Industries property management line of business, currently held for sale, through September 30, 2008. The results of operations also include certain non-operating charges related to our industrial fastening businesses post-sale. Income from discontinued operations, net of income tax expense, was \$0.2 million and \$1.3 million for the nine months ended September 30, 2008 and September 30, 2007, respectively. See Note 3, "*Discontinued Operations and Assets Held for Sale*," to our consolidated financial statements included in Part I, Item 1 of this report on Form 10-Q.

## Liquidity and Capital Resources

### Cash Flows

Cash provided by operating activities for the nine months ended September 30, 2008 was approximately \$22.8 million as compared to \$46.9 million for the nine months ended September 30, 2007. The decrease between years is primarily the result of reductions in amounts outstanding under our receivables securitization facility of approximately \$26.7 million during the nine months ended September 30, 2008, as compared to net proceeds therefrom of approximately \$28.6 million during the nine months ended September 30, 2008. This change in net proceeds/reductions in accounts receivable securitization was partially offset by working capital management, consisting primarily of lower increases in accounts receivable and inventories when compared to the year ago period.

Net cash used for investing activities for the nine months ended September 30, 2008 was approximately \$24.2 million as compared to \$59.9 million for the nine months ended September 30, 2007. During the first nine months of 2008, we paid approximately \$2.9 million for the acquisition of Parkside Towbars, net of cash acquired, and approximately \$3.5 million in additional purchase price in connection with earn-out clauses related to prior year acquisitions. In 2007, we purchased approximately \$30.0 million of machinery and equipment subject to operating leases, \$17.1 million which was completed by using proceeds from our initial public offering and \$12.9 million which related to our Frankfort, Indiana industrial fastening business, which was sold in February 2007. In the third quarter 2007, we paid approximately \$13.5 million to acquire certain assets from Quest Technologies, Inc. for our Cequent towing business and all of the capital stock of DEW Technologies, Inc., a medical device manufacturer. We also generated cash proceeds of \$4.0 million associated with the sale of the Frankfort, Indiana industrial fastening business in February 2007. During the first nine months of 2008, capital expenditures and proceeds from disposition of assets, excluding the Frankfort sale, were relatively consistent with the levels in the first nine months of 2007.

Net cash provided by financing activities was approximately \$1.3 million for the nine months ended September 30, 2008, as compared to net cash provided by financing activities of approximately \$13.6 million for the nine months ended September 30, 2007. During the first nine months of 2008 the net cash provided by financing activities represents additional borrowings under our existing credit facilities. During the first nine months of 2007, we received net proceeds from the initial public offering

of our common stock of approximately \$126.5 million. We used these net proceeds, along with cash on hand and revolving credit borrowings, to retire \$100.0 million face value of senior subordinated notes and fund the related \$4.9 million call premium, to fund the \$10 million advisory services agreement termination fee and for the payment to early terminate operating leases and acquire the underlying machinery and equipment. In addition, we repaid approximately \$12.9 million of borrowings under our existing credit facilities.

***Our Debt and Other Commitments***

Our credit facility is comprised of a \$90.0 million revolving credit facility, a \$60.0 million deposit-linked supplemental revolving credit facility and a \$260.0 million term loan facility. At September 30, 2008, approximately \$254.8 million was outstanding on the term loan and \$2.9 million was outstanding on the revolving credit facility. Under the credit facility, up to \$90.0 million in the aggregate of our revolving credit facility is available to be used for one or more permitted acquisitions subject to certain conditions and other outstanding borrowings and issued letters of credit. Our credit facility also provides for an uncommitted \$100.0 million incremental term loan facility that, subject to certain conditions, is available to fund one or more permitted acquisitions or to repay a portion of our senior subordinated notes.

Amounts drawn under our revolving credit facilities fluctuate daily based upon our working capital and other ordinary course needs. Availability under our revolving credit facilities depends upon, among other things, compliance with our credit agreement's financial covenants. Our credit facilities contain negative and affirmative covenants and other requirements affecting us and our subsidiaries, including among others: restrictions on incurrence of debt (except for permitted acquisitions and subordinated indebtedness), liens, mergers, investments, loans, advances, guarantee obligations, acquisitions, asset dispositions, sale-leaseback transactions, hedging agreements, dividends and other restricted junior payments, stock repurchases, transactions with affiliates, restrictive agreements and amendments to charters, by-laws, and other material documents. The terms of our credit agreement require us and our subsidiaries to meet certain restrictive financial covenants and ratios computed quarterly, including a leverage ratio (total consolidated indebtedness plus outstanding amounts under the accounts receivable securitization facility over consolidated EBITDA, as defined), interest expense ratio (consolidated EBITDA, as defined, over cash interest expense, as defined) and a capital expenditures covenant. The most restrictive of these financial covenants and ratios is the leverage ratio. Our permitted leverage ratio under our amended and restated credit agreement is 5.00 to 1.00 for July 1, 2008 to June 30, 2009, 4.75 to 1.00 for July 1, 2009 to September 30, 2009, 4.50 to 1.00 for October 1, 2009 to June 30, 2010, 4.25 to 1.00 for July 1, 2010 to September 30, 2011 and 4.00 to 1.00 from October 1, 2011 and thereafter. Our actual leverage ratio was 4.08 to 1.00 at September 30, 2008 and we were in compliance with our covenants as of that date.

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The following is the reconciliation of net income (loss), which is a GAAP measure of our operating results, to Consolidated Bank EBITDA, as defined in our credit agreement as in effect on September 30, 2008, for the twelve month period ended September 30, 2008.

	<b>Year Ended December 31, 2007</b>	<b>Less: Nine Months Ended September 30, 2007</b>	<b>Add: Nine Months Ended September 30, 2008</b>	<b>Twelve Months Ended September 30, 2008</b>
<b>(dollars in thousands)</b>				
Net income (loss), as reported	\$ (158,430)	\$ 10,440	\$ 25,640	\$ (143,230)
Bank stipulated adjustments:				
Interest expense, net (as defined)	68,310	52,920	42,300	57,690
Income tax expense (benefit)(1)	(10,410)	6,960	15,310	(2,060)
Depreciation and amortization	41,350	30,380	32,440	43,410
Extraordinary non-cash charges(2)	178,450			178,450
Heartland monitoring fee and expenses(3)	12,000	12,000		
Interest equivalent costs(4)	4,230	3,200	2,210	3,240
Non-cash expenses related to stock option grants(5)	570	350	1,160	1,380
Other non-cash expenses or losses	4,450	2,950	2,540	4,040
Losses on early termination of operating leases from net proceeds of an IPO	4,230	4,230		
Non-recurring expenses or costs for cost savings projects(6)	6,630	740	2,860	8,750
Permitted dispositions(7)	240	(1,420)	230	1,890
Permitted acquisitions(8)	2,550	2,470	40	120
Debt extinguishment costs(9)	7,440	7,440		
 Consolidated Bank EBITDA, as defined	 \$ 161,610	 \$ 132,660	 \$ 124,730	 \$ 153,680

	<b>September 30, 2008 (dollars in thousands)</b>
Total long-term debt	\$ 615,790
Aggregate funding under the receivables securitization facility	11,000
 Total Consolidated Indebtedness, as defined	 \$ 626,790
 Consolidated Bank EBITDA, as defined	 \$ 153,680
Actual leverage ratio	4.08x
 Covenant requirement	 5.00x

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- (1) Amount includes tax benefits associated with discontinued operations and cumulative effect of accounting change.
- (2) Non-cash charges associated with tangible and intangible asset impairments, including goodwill.
- (3) Represents management fees and expenses paid to Heartland pursuant to the former Advisory Services Agreement and Advisory Services Agreement termination.

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- (4) Interest-equivalent costs associated with the use of the Company's receivables securitization facility.
- (5) Non-cash expenses resulting from the grant of restricted shares of common stock and common stock options.
- (6) Non-recurring costs and expenses relating to cost savings projects, including restructuring and severance expenses, not to exceed \$50,000,000 in aggregate.
- (7) EBITDA from permitted dispositions, as defined.
- (8) EBITDA from permitted acquisitions, as defined.
- (9) Includes approximately \$4.9 million call premium, \$2.3 million write-off of debt issue costs and \$0.3 million accretion of net discount, all incurred in connection with the retirement of \$100.0 million face value of our senior subordinated notes in the second quarter of 2007.

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Three of our international businesses are also parties to loan agreements with banks, denominated in their local currencies. In the United Kingdom, we are party to a revolving debt agreement with a bank in the amount of £1.0 million (approximately \$0.1 million outstanding at September 30, 2008) which is secured by a letter of credit under our credit facilities. In Italy, we are party to a €5.0 million note agreement with a bank (approximately \$2.4 million outstanding at September 30, 2008) with a term of seven years, which expires December 12, 2012 and is secured by land and buildings of our local business unit. In Australia, we are party to a debt agreement with a bank in the amount of \$23 million Australian dollars (approximately \$18.4 million outstanding at September 30, 2008) for a term of five years which expires December 31, 2010. Borrowings under this arrangement are secured by substantially all the assets of the local business which is also subject to financial ratio and reporting covenants. Financial ratio covenants include: capital adequacy ratio (tangible net worth over total tangible assets), interest coverage ratio (EBIT over gross interest cost). In addition to the financial ratio covenants there are other financial restrictions such as restrictions on dividend payments, U.S. parent loan repayments, negative pledge and undertakings with respect to related entities. As of September 30, 2008, total borrowings in the amount of \$20.9 million were outstanding under these arrangements.

Another important source of liquidity is our \$90.0 million accounts receivable securitization facility, under which we have the ability to sell eligible accounts receivable to a third-party multi-seller receivables funding company. At September 30, 2008, we had \$11.0 million utilized under our accounts receivable facility and \$48.8 million of available funding based on eligible receivables and after consideration of leverage restrictions. At September 30, 2008, we also had \$2.9 million outstanding under our revolving credit facility and had an additional \$113.1 million potentially available after giving effect to approximately \$34.0 million of letters of credit issued to support our ordinary course needs and after consideration of leverage restrictions. At September 30, 2008, we had aggregate available funding under our accounts receivable facility and our revolving credit facility of \$141.6 million after consideration of the aforementioned leverage restrictions. The letters of credit are used for a variety of purposes, including to support certain operating lease agreements, vendor payment terms and other subsidiary operating activities, and to meet various states' requirements to self-insure workers' compensation claims, including incurred but not reported claims.

We also have \$337.8 million (face value) 9<sup>7</sup>/<sub>8</sub>% senior subordinated notes outstanding at September 30, 2008, which are due in 2012, following our \$100.0 million retirement effective in the second quarter of 2007. We may choose to repurchase our senior subordinated notes in the open market or in privately negotiated transactions opportunistically on terms we believe to be favorable. These transactions may be effected for cash (from cash and cash equivalents, borrowings under our credit facility, or proceeds from sale of debt or equity securities), in exchange for common stock, or a combination of both. We will evaluate any such transaction in light of then prevailing market conditions and our then current and prospective liquidity and capital resources, including projected and potential needs and prospects for access to capital markets. Any such transactions may, individually or in aggregate, be material.

Principal payments required under our amended and restated credit facility term loan are: \$0.7 million due each calendar quarter through June 30, 2013, and \$242.5 million due on August 2, 2013 (or February 28, 2012 if the Company's existing senior subordinated notes are still outstanding as of that date).

Our credit facility is guaranteed on a senior secured basis by us and all of our domestic subsidiaries, other than our special purpose receivables subsidiary, on a joint and several basis. In addition, our obligations and the guarantees thereof are secured by substantially all the assets of us and the guarantors.

Our exposure to interest rate risk results from the variable rates under our credit facility. Borrowings under the credit facility bear interest, at various rates, as more fully described in Note 10,

"Long-term Debt," to the accompanying consolidated financial statements as of September 30, 2007. Based on amounts outstanding at September 30, 2008, a 1% increase or decrease in the per annum interest rate for borrowings under our revolving credit facilities would change our interest expense by approximately \$2.8 million annually.

We have other cash commitments related to leases. We account for these lease transactions as operating leases and annual rent expense related thereto approximates \$15.4 million. We expect to continue to utilize leasing as a financing strategy in the future to meet capital expenditure needs and to reduce debt levels.

### ***Market Risk***

We conduct business in several locations throughout the world and are subject to market risk due to changes in the value of foreign currencies. We do not currently use derivative financial instruments to manage these risks. The functional currencies of our foreign subsidiaries are the local currency in the country of domicile. We manage these operating activities at the local level and revenues and costs are generally denominated in local currencies; however, results of operations and assets and liabilities reported in U.S. dollars will fluctuate with changes in exchange rates between such local currencies and the U.S. dollar.

As a result of our credit facility and senior subordinated notes, we are highly leveraged. In addition to normal capital expenditures, we may incur significant amounts of additional debt and further burden cash flow in pursuit of our internal growth and acquisition strategies.

We believe that our liquidity and capital resources, including anticipated cash flows from operations, will be sufficient to meet our debt service, capital expenditure and other short-term and long-term obligation needs for the foreseeable future, but we are subject to unforeseeable events and risks.

### ***Credit Rating***

We and certain of our outstanding debt obligations are rated by Standard & Poor's and Moody's. On May 23, 2007, following our initial public offering, Standard & Poor's upgraded our credit facilities, corporate credit and senior subordinated notes ratings to BB-, B+ and B-, respectively, from B+, B and CCC+, respectively, each with a stable outlook. These ratings remain in place as of September 30, 2008. As of June 30, 2006, Moody's assigned our credit facilities, corporate credit and senior subordinated notes ratings of Ba2, B2 and B3 respectively, each with a stable outlook. If our credit ratings were to decline, our ability to access certain financial markets may become limited, the perception of us in the view of our customers, suppliers and security holders may worsen and as a result, we may be adversely affected. In connection with the consummation of our initial public offering in May 2007 and the use of proceeds therefrom, the applicable margin on all loans under our amended and restated credit agreement were reduced by 0.5% per annum based on the ratings assigned to our credit facilities by Standard & Poor's being and remaining at B+ (stable) or better and the ratings assigned to our credit facilities by Moody's being and remaining at B1 (stable) or better.

### ***Off-Balance Sheet Arrangements***

We are party to an agreement to sell, on an ongoing basis, the trade accounts receivable of certain business operations to a wholly-owned, bankruptcy-remote, special purpose subsidiary, TSPC, Inc. ("TSPC"). TSPC, subject to certain conditions, may from time to time sell an undivided fractional ownership interest in the pool of domestic receivables, up to approximately \$90.0 million, to a third party multi-seller receivables funding company, or conduit. The proceeds of the sale are less than the face amount of accounts receivable sold by an amount that approximates the purchaser's financing costs. Upon sale of receivables, our subsidiaries that originated the receivables retain a subordinated

interest. Under the terms of the agreement, new receivables can be added to the pool as collections reduce receivables previously sold. The facility is an important source of liquidity. At September 30, 2008, we had \$11.0 million utilized and \$48.8 million available under this facility based on eligible receivables and after consideration of leverage restrictions.

The facility is subject to customary termination events, including, but not limited to, breach of representations or warranties, the existence of any event that materially adversely affects the collectability of receivables or performance by a seller and certain events of bankruptcy or insolvency. The facility expires on February 20, 2009. We plan to renew the facility upon expiration. However, in future periods, if we are unable to renew or replace this facility, it could materially and adversely affect our available liquidity capacity.

#### **New Accounting Pronouncements**

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141(R), "Business Combinations," which revises the current accounting practices for business combinations. Significant changes as a result of issuance of SFAS No. 141(R) include a revised definition of a business, expensing of acquisition-related transaction costs, and a change in how acquirers measure consideration, identifiable assets, liabilities assumed and goodwill acquired in a business combination. SFAS No. 141(R) is effective for business combinations occurring in fiscal years beginning after December 15, 2008, and may not be retroactively applied. There is no impact on the Company's current consolidated financial statements as a result of this pronouncement.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. For financial assets and liabilities, this statement is effective for fiscal periods beginning after November 15, 2007 and does not require new fair value measurements. In February 2008, the FASB released Staff Position No. 157-2, which delayed the effective date of SFAS No. 157 to fiscal years ending after November 15, 2008 for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the Company's financial statements on a recurring basis (at least annually), which was effective for the Company effective January 1, 2008. The adoption of SFAS No. 157 did not have a material effect on the consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115," which permits entities to choose to measure certain financial instruments and other items at fair value. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, including interim periods within that fiscal year. The Company did not elect the fair value option for any of its existing financial instruments as of September 30, 2008 and the Company has made no determination whether or not it will elect this option for financial instruments it may acquire in the future.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements," which establishes requirements for identification, presentation and disclosure of noncontrolling interests, and requires accounting for such non-controlling interests as a separate component of shareholder's equity. SFAS No. 160 is effective prospectively for fiscal years beginning after December 15, 2008. However, the presentation and disclosure requirements are required to be retrospectively applied to comparative financial statements. There is no impact on the Company's current consolidated financial statements as a result of this pronouncement.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133." SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133 to provide users of financial statements with an enhanced understanding of derivative instruments, how they are accounted for and their impact on a company's

financial position and performance. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company is currently assessing the impact of the adoption of SFAS No. 161 on its consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles," which is intended to improve financial reporting by identifying a consistent hierarchy for selecting accounting principles to be used in preparing financial statements that are prepared in conformance with generally accepted accounting principles. The statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with GAAP." There is no impact on the Company's current consolidated financial statements as a result of this pronouncement.

### **Critical Accounting Policies**

The following discussion of accounting policies is intended to supplement the accounting policies presented in Note 3 to our 2007 audited financial statements included in our annual report filed on Form 10-K. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, our evaluation of business and macroeconomic trends, and information from other outside sources, as appropriate.

**Accounting Basis for Transactions.** Prior to June 6, 2002, we were owned by Metaldyne. On November 28, 2000, Metaldyne was acquired by an investor group led by Heartland. On June 6, 2002, Metaldyne issued approximately 66% of our fully diluted common stock to an investor group led by Heartland. As a result of the transactions, we did not establish a new basis of accounting as Heartland was the controlling shareholder for both us and Metaldyne at the time and the transactions were accounted for as a reorganization of entities under common control.

**Receivables.** Receivables are presented net of allowances for doubtful accounts of approximately \$4.3 million at September 30, 2008. We monitor our exposure for credit losses and maintain adequate allowances for doubtful accounts. We determine these allowances based on historical write-off experience and/or specific customer circumstances and provide such allowances when amounts are reasonably estimable and it is probable a loss has been incurred. We do not have concentrations of accounts receivable with a single customer or group of customers and do not believe that significant credit risk exists due to our diverse customer base. Trade accounts receivable of substantially all domestic business operations may be sold, on an ongoing basis, to TSPC.

**Depreciation and Amortization.** Depreciation is computed principally using the straight-line method over the estimated useful lives of the assets. Annual depreciation rates are as follows: buildings and buildings/land improvements, 10 to 40 years, and machinery and equipment, 3 to 15 years. Capitalized debt issuance costs are amortized over the underlying terms of the related debt securities. Customer relationship intangibles are amortized over periods ranging from 6 to 25 years, while technology and other intangibles are amortized over periods ranging from 1 to 30 years. See further discussion under "Goodwill and Other Intangibles" below.

**Impairment of Long-Lived Assets.** In accordance with Statement of Financial Accounting Standards No. 144, (SFAS No. 144), "Accounting for the Impairment or Disposal of Long-Lived Assets," the Company reviews, on a quarterly basis, the financial performance of each business unit for indicators of impairment. An impairment loss is recognized when the carrying value of an asset group exceeds the future net undiscounted cash flows expected to be generated by that asset group. The impairment loss recognized is the amount by which the carrying value of the asset group exceeds its fair value.



**Goodwill and Other Intangibles.** We test goodwill and indefinite-lived intangible assets for impairment on an annual basis as required by Statement of Accounting Standards No. 142, "Goodwill and Other Intangible Assets" (SFAS No. 142), by comparing the estimated fair value of each of our reporting units to their respective carrying values on our balance sheet. More frequent evaluations could become required under SFAS No. 142 if we experience changes in our business conditions. In assessing the recoverability of goodwill and indefinite-lived intangible assets, we estimate the fair value of each of our reporting units by calculating the present value of their expected future cash flows and other valuation measures. We then compare the estimates of fair value with the reporting unit's net asset carrying value on our balance sheet. If carrying value exceeds fair value, then a possible impairment of goodwill exists and further evaluation is performed.

The Company's accounting policy was to conduct the annual impairment test as of December 31<sup>st</sup>, with the most recent annual impairment test completed as of December 31, 2007. Effective in the second quarter of 2008, the Company changed its accounting policy to conduct the annual impairment test as of October 1<sup>st</sup>, with the testing to be conducted during the fourth quarter of each year. This change is preferable as it provides the Company additional time to complete the required testing and evaluate the results prior to the yearend closing and reporting activities and better enables the Company to comply with required reporting dates as an accelerated filer. The change in impairment test dates had no impact on the Company's financial results or financial position for any period presented.

Goodwill is evaluated for impairment annually using management's operating budget and internal five-year forecast to estimate expected future cash flows. Discounting future cash flows requires us to make significant estimates regarding future revenues and expenses, projected capital expenditures, changes in working capital and the appropriate discount rate. The projections also take into account several factors including current and estimated economic trends and outlook, costs of raw materials, consideration of our market capitalization in comparison to the estimated fair values of our reporting units determined using discounted cash flow analyses and other factors which are beyond our control. At December 31, 2007, fair values of our reporting units were determined based upon the expected future cash flows discounted at weighted average costs of capital ranging from 11% 17% and estimated residual growth rates ranging from 1% to 4%.

Future declines in sales and/or operating profit, declines in the Company's stock price, or other changes in our business or the markets for our products could result in further reductions in remaining useful lives for customer relationship intangibles or in impairments of goodwill and other intangible assets.

**Pension and Postretirement Benefits Other than Pensions.** We account for pension benefits and postretirement benefits other than pensions in accordance with the requirements of FASB Statement of Financial Accounting Standards No. 87 (SFAS No. 87), "Employer's Accounting for Pensions," No. 88 (SFAS No. 88), "Employer's Accounting for Settlements and Curtailments of Defined Benefit Plans and for Terminated Benefits," No. 106 (SFAS No. 106), "Employer's Accounting for Postretirement Benefits Other Than Pension," No. 132 (SFAS No. 132), "Employer's Disclosures about Pensions and Other Postretirement Benefits an amendment of FASB Statements Nos. 87, 88, and 106" and No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans An Amendment of FASB Statements No. 87, 88, 106 and 132(R)." Annual net periodic expense and accrued benefit obligations recorded with respect to our defined benefit plans are determined on an actuarial basis. We, together with our third-party actuaries, determine assumptions used in the actuarial calculations which impact reported plan obligations and expense. Annually, we and our actuaries review the actual experience compared to the most significant assumptions used and make adjustments to the assumptions, if warranted. The healthcare trend rates are reviewed with the actuaries based upon the results of their review of claims experience. Discount rates are based upon an expected benefit payments duration analysis and the equivalent average yield rate for high-quality fixed-income

investments. Pension benefits are funded through deposits with trustees and the expected long-term rate of return on fund assets is based upon actual historical returns modified for known changes in the market and any expected change in investment policy. Postretirement benefits are not funded and our policy is to pay these benefits as they become due. Certain accounting guidance, including the guidance applicable to pensions, does not require immediate recognition in the income statement of the effects of a deviation between actual and assumed experience or the revision of an estimate. This approach allows the favorable and unfavorable effects that fall within an acceptable range to be netted.

**Income Taxes.** Income taxes are accounted for using the provisions of FASB Statement of Financial Accounting Standards No. 109, (SFAS No. 109), "*Accounting for Income Taxes*," and FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes*." Deferred income taxes are provided at currently enacted income tax rates for the difference between the financial statement and income tax basis of assets and liabilities and carry-forward items. The effective tax rate and the tax bases of assets and liabilities reflect management's estimates based on then-current facts. On an ongoing basis, we review the need for and adequacy of valuation allowances if it is more likely than not that the benefit from a deferred tax asset will not be realized. We believe the current assumptions and other considerations used to estimate the current year effective tax rate and deferred tax positions are appropriate. However, actual outcomes may differ from our current estimates and assumptions.

**Other Loss Reserves.** We have other loss exposures related to environmental claims, asbestos claims and litigation. Establishing loss reserves for these matters requires the use of estimates and judgment in regard to risk exposure and ultimate liability. We are generally self-insured for losses and liabilities related principally to workers' compensation, health and welfare claims and comprehensive general, product and vehicle liability. Generally, we are responsible for up to \$0.5 million per occurrence under our retention program for workers' compensation, between \$0.3 million and \$2.0 million per occurrence under our retention programs for comprehensive general, product and vehicle liability, and have a \$0.3 million per occurrence stop-loss limit with respect to our self-insured group medical plan. We accrue loss reserves up to our retention amounts based upon our estimates of the ultimate liability for claims incurred, including an estimate of related litigation defense costs, and an estimate of claims incurred but not reported using actuarial assumptions about future events. We accrue for such items in accordance with FASB Statement of Financial Accounting Standards No. 5, (SFAS No. 5), "*Accounting for Contingencies*" when such amounts are reasonably estimable and probable. We utilize known facts and historical trends, as well as actuarial valuations in determining estimated required reserves. Changes in assumptions for factors such as medical costs and actual experience could cause these estimates to change significantly.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

In the normal course of business, we are exposed to market risk associated with fluctuations in foreign currency exchange rates. We are also subject to interest risk as it relates to long-term debt. See Item 2, "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" for details about our primary market risks, and the objectives and strategies used to manage these risks. Also see Note 10, "*Long-term Debt*," in the notes to the consolidated financial statements for additional information.

### **Item 4. Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities and Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief

Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

***Evaluation of disclosure controls and procedures***

As of September 30, 2008, an evaluation was carried out by management, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934, (the "Exchange Act")) pursuant to Rule 13a-15 of the Exchange Act. Our disclosure controls and procedures are designed only to provide reasonable assurance that they will meet their objectives. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of September 30, 2008, the Company's disclosure controls and procedures are effective to provide reasonable assurance that they would meet their objectives.

***Changes in disclosure controls and procedures***

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**  
**TRIMAS CORPORATION**

**Item 1. Legal Proceedings**

A civil suit was filed in the United States District Court for the Central District of California in December 1988 by the United States of America and the State of California against more than 180 defendants, including us, for alleged release into the environment of hazardous substances disposed of at the Operating Industries, Inc. site in California. This site served for many years as a depository for municipal and industrial waste. The plaintiffs have requested, among other things, that the defendants clean up the contamination at that site. Consent decrees have been entered into by the plaintiffs and a group of the defendants, including us, providing that the consenting parties perform certain remedial work at the site and reimburse the plaintiffs for certain past costs incurred by the plaintiffs at the site. We estimate that our share of the clean-up costs will not exceed \$500,000, for which we have insurance proceeds. Plaintiffs had sought other relief such as damages arising out of claims for negligence, trespass, public and private nuisance, and other causes of action, but the consent decree governs the remedy. Based upon our present knowledge and subject to future legal and factual developments, we do not believe that this matter will have a material adverse effect on our financial position, results of operations or cash flows.

As of September 30, 2008, we were a party to approximately 721 pending cases involving an aggregate of approximately 7,497 claimants alleging personal injury from exposure to asbestos containing materials formerly used in gaskets (both encapsulated and otherwise) manufactured or distributed by certain of our subsidiaries for use primarily in the petrochemical refining and exploration industries. The following chart summarizes the number of claimants, number of claims filed, number of claims dismissed, number of claims settled, the average settlement amount per claim and the total defense costs, exclusive of amounts reimbursed under our primary insurance, at the applicable date and for the applicable periods:

	Claims pending at beginning of period	Claims filed during period	Claims dismissed during period	Claims settled during period	Average settlement amount per claim during period	Total defense costs during period
Fiscal year ended December 31, 2007	10,551	619	1,484	142	\$ 9,243	\$4,982,000
Nine months ended September 30, 2008	9,544	603	2,591	59	\$ 2,172	\$2,899,000

In addition, we acquired various companies to distribute our products that had distributed gaskets of other manufacturers prior to acquisition. We believe that many of our pending cases relate to locations at which none of our gaskets were distributed or used.

We may be subjected to significant additional asbestos-related claims in the future, the cost of settling cases in which product identification can be made may increase, and we may be subjected to further claims in respect of the former activities of our acquired gasket distributors. We note that we are unable to make a meaningful statement concerning the monetary claims made in the asbestos cases given that, among other things, claims may be initially made in some jurisdictions without specifying the amount sought or by simply stating the requisite or maximum permissible monetary relief, and may be amended to alter the amount sought. The large majority of claims do not specify the amount sought. Of the 7,497 claims pending at September 30, 2008, 192 set forth specific amounts of damages (other than those stating the statutory minimum or maximum). 154 of the 192 claims sought between \$1.0 million and \$5.0 million in total damages (which includes compensatory and punitive damages), 36 sought between \$5.0 million and \$10.0 million in total damages (which includes compensatory and punitive damages) and 2 sought over \$10.0 million (which includes compensatory and punitive damages). Solely with respect to compensatory damages, 159 of the 192 claims sought between \$50,000 and \$600,000, 31 sought between \$1.0 million and \$5.0 million and 2 sought over \$5.0 million. Solely

with respect to punitive damages, 155 of the 192 claims sought between \$0 and \$2.5 million, 36 sought between \$2.5 and \$5.0 million and 1 sought over \$5.0 million. In addition, relatively few of the claims have reached the discovery stage and even fewer claims have gone past the discovery stage.

Total settlement costs (exclusive of defense costs) for all such cases, some of which were filed over 20 years ago, have been approximately \$5.2 million. All relief sought in the asbestos cases is monetary in nature. To date, approximately 50% of our costs related to settlement and defense of asbestos litigation have been covered by our primary insurance. Effective February 14, 2006, we entered into a coverage-in-place agreement with our first level excess carriers regarding the coverage to be provided to us for asbestos-related claims when the primary insurance is exhausted. The coverage-in-place agreement makes coverage available to us that might otherwise be disputed by the carriers and provides a methodology for the administration of asbestos litigation defense and indemnity payments. The coverage in place agreement allocates payment responsibility among the primary carrier, excess carriers and the Company's subsidiary.

Based on the settlements made to date and the number of claims dismissed or withdrawn for lack of product identification, we believe that the relief sought (when specified) does not bear a reasonable relationship to our potential liability. Based upon our experience to date and other available information (including the availability of excess insurance), we do not believe that these cases will have a material adverse effect on our financial position and results of operations or cash flows.

We are subject to other claims and litigation in the ordinary course of our business, but do not believe that any such claim or litigation will have a material adverse effect on our financial position and results of operations or cash flows.

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part 1, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2007, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deemed to be immaterial also may materially adversely affect our business, financial position and results of operations or cash flows.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None of our securities, which are not registered under the Securities Act, have been issued or sold by us during the period covered by this report.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits.**

**Exhibits Index:**

- 3.1(n) Fourth Amended and Restated Certificate of Incorporation of TriMas Corporation.
- 3.2(n) Second Amended and Restated By-laws of TriMas Corporation.
- 4.1(a) Indenture relating to the 9<sup>7/8</sup>% senior subordinated notes, dated as of June 6, 2002, by and among TriMas Corporation, each of the Guarantors named therein and The Bank of New York as trustee.
- 4.2(a) Form of note (included as Exhibit 4.1(a) above).
- 4.3(a) Registration Rights Agreement relating to the 9<sup>7/8</sup>% senior subordinated notes issued June 6, 2002 dated as of June 6, 2002 by and among TriMas Corporation and the parties named therein.
- 4.4(b) Registration Rights Agreement relating to the 9<sup>7/8</sup>% senior subordinated notes issued December 10, 2002 dated as of December 10, 2002 by and among TriMas Corporation and the parties named therein.
- 4.5(e) Supplemental Indenture dated as of March 4, 2003.
- 4.6(f) Supplemental Indenture No. 2 dated as of May 9, 2003.
- 4.7(g) Supplemental Indenture No. 3 dated as of August 6, 2003.
- 4.8(r) Supplemental Indenture No. 4 dated as of February 28, 2008.
- 10.1(a) Stock Purchase Agreement dated as of May 17, 2002 by and among Heartland Industrial Partners, L.P., TriMas Corporation and Metaldyne Company LLC.
- 10.2(a) Amended and Restated Shareholders Agreement, dated as of July 19, 2002 by and among TriMas Corporation and Metaldyne Corporation.
- 10.3(l) Amendment No. 1 to Amended and Restated Shareholders Agreement dated as of August 31, 2006.
- 10.4(k) Credit Agreement dated as of June 6, 2002, as amended and restated as of August 2, 2006 among TriMas Corporation, TriMas Company LLC, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, and Comerica Bank, as Syndication Agent.
- 10.5(a) Receivables Purchase Agreement, dated as of June 6, 2002, by and among TriMas Corporation, the Sellers party thereto and TSPC, Inc., as Purchaser.
- 10.6(a) Receivables Transfer Agreement, dated as of June 6, 2002, by and among TSPC, Inc., as Transferor, TriMas Corporation, individually, as Collection Agent, TriMas Company LLC, individually as Guarantor, the CP Conduit Purchasers, Committed Purchasers and Funding Agents party thereto, and JPMorgan Chase Bank as Administrative Agent.
- 10.7(m) Amendment dated as of June 3, 2005, to Receivables Transfer Agreement.
- 10.8(j) Amendment dated as of July 5, 2005, to Receivables Transfer Agreement.
- 10.9(p) Amendment dated as of December 31, 2007, to Receivables Transfer Agreement.
- 10.10(q) Amendment dated as of February 22, 2008, to Receivables Transfer Agreement.
- 10.11(j) TriMas Receivables Facility Amended and Restated Fee Letter dated July 1, 2005.
- 10.12(r) TriMas Receivables Facility Amended and Restated Fee Letter dated February 22, 2008.
- 10.13(a) Lease Assignment and Assumption Agreement, dated as of June 21, 2002, by and among Heartland Industrial Group, L.L.C., TriMas Company LLC and the Guarantors named therein.
- 10.14(a) TriMas Corporation 2002 Long Term Equity Incentive Plan.
- 10.15 First Amendment to the TriMas Corporation 2002 Long Term Equity Incentive Plan.
- 10.16 Second Amendment to the TriMas Corporation 2002 Long Term Equity Incentive Plan.
- 10.17 Third Amendment to the TriMas Corporation 2002 Long Term Equity Incentive Plan.
- 10.18 Fourth Amendment to the TriMas Corporation 2002 Long Term Equity Incentive Plan.

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- 10.19(c) Stock Purchase Agreement by and among 2000 Riverside Capital Appreciation Fund, L.P., the other Stockholders of HammerBlow Acquisition Corp. listed on Exhibit A thereto and TriMas Company LLC dated as of January 27, 2003.
- 10.20(d) Stock Purchase Agreement by and Among TriMas Company LLC and The Shareholders and Option Holders of Highland Group Corporation and FNL Management Corp. dated February 21, 2003.
- 10.21(f) Asset Purchase Agreement among TriMas Corporation, Metaldyne Corporation and Metaldyne Company LLC dated May 9, 2003.
- 10.22(f) Form of Sublease Agreement (included as Exhibit A in Exhibit 10.21(f) above).
- 10.23(h) Form of Stock Option Agreement.
- 10.24(u) Annual Value Creation Program.
- 10.25 409A Amendment to TriMas Corporation Annual Value Creation Plan effective September 10, 2008.
- 10.26(i) Form of Indemnification Agreement.
- 10.27(l) Amendment No. 1 to Stock Purchase Agreement, dated as of August 31, 2006 by and among Heartland Industrial Partners, L.P., TriMas Corporation and Metaldyne Corporation.
- 10.28(u) Amendment No. 2 to Stock Purchase Agreement, dated as of November 27, 2006 by and among Heartland Industrial Partners, L.P., TriMas Corporation and Metaldyne Corporation.
- 10.29(l) Advisory Agreement, dated June 6, 2002 between Heartland Industrial Partners, L.P. and TriMas Corporation.
- 10.30(m) First Amendment to Advisory Agreement, dated as of November 1, 2006 between Heartland Industrial Group, L.L.C. and TriMas Corporation.
- 10.31(m) Second Amendment to Advisory Agreement, dated as of November 1, 2006 between Heartland Industrial Group, L.L.C. and TriMas Corporation.
- 10.32(m) Management Rights Agreement.
- 10.33 Executive Severance/Change of Control Policy.
- 10.34(o) TriMas Corporation 2006 Long Term Equity Incentive Plan.
- 10.35(o) First Amendment to the TriMas Corporation 2006 Long Term Equity Incentive Plan.
- 10.36(o) Second Amendment to the TriMas Corporation 2006 Long Term Equity Incentive Plan.
- 10.37 Third Amendment to the TriMas Corporation 2006 Long Term Equity Incentive Plan.
- 10.38 Fourth Amendment to the TriMas Corporation 2006 Long Term Equity Incentive Plan
- 10.39(s) Separation Agreement dated April 10, 2008.
- 10.40(t) Letter Agreement dated April 28, 2008.
- 10.41(u) Letter Agreement dated July 1, 2008.
- 10.42 ISDA 2002 Master Agreement between JPMorgan Chase Bank, National Association and TriMas Corporation dated as of April 29, 2008.
- 10.43 Interest Rate Swap Transaction letter Agreement between JPMorgan Chase Bank, N.A. and TriMas Company, LLC effective as of April 29, 2008.
- 31.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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- (a) Incorporated by reference to the Exhibits filed with our Registration Statement on Form S-4, filed on October 4, 2002 (File No. 333-100351).

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- (b) Incorporated by reference to the Exhibits filed with Amendment No. 2 to our Registration Statement on Form S-4, filed on January 28, 2003 (File No. 333-100351).
- (c) Incorporated by reference to the Exhibits filed with Amendment No. 3 to our Registration Statement or Form S-4, filed on January 29, 2003 (File No. 333-100351).
- (d) Incorporated by reference to the Exhibits filed with our Form 8-K filed on February 25, 2003 (File No. 333-100351).
- (e) Incorporated by reference to the Exhibits filed with our Annual Report on Form 10-K filed March 31, 2003 (File No. 333-100351).
- (f) Incorporated by reference to the Exhibits filed with our Registration Statement on Form S-4, filed June 9, 2003 (File No. 333-105950).
- (g) Incorporated by reference to the Exhibits filed with our Quarterly Report on Form 10-Q filed on August 14, 2003 (File No. 333-100351).
- (h) Incorporated by reference to the Exhibits filed with our Quarterly Report on Form 10-Q filed on November 12, 2003 (File No. 333-100351).
- (i) Incorporated by reference to the Exhibits filed with Amendment No. 3 to our Registration Statement on Form S-1/A, filed on June 29, 2004 (File No. 333-113917).
- (j) Incorporated by reference to the Exhibits filed with our Form 8-K filed on July 6, 2005 (File No. 333-100351).
- (k) Incorporated by reference to the Exhibits filed with our Form 8-K filed on August 3, 2006 (File No. 333-100351).
- (l) Incorporated by reference to the Exhibits filed with Amendment No. 1 to our Registration Statement on Form S-1, filed on September 19, 2006 (File No. 333-136263).
- (m) Incorporated by reference to the Exhibits filed with Amendment No. 3 to our Registration Statement on Form S-1, filed on January 18, 2007 (File No. 333-136263).
- (n) Incorporated by reference to the Exhibits filed with our Quarterly Report on Form 10-Q Quarterly Report, filed on August 3, 2007 (File No. 333-100351).
- (o) Incorporated by reference to the Exhibits filed with the Registration Statement on Form S-8, filed on August 31, 2007 (File No. 333-145815).
- (p) Incorporated by reference to the Exhibits filed with our Form 8-K filed on January 4, 2008 (File No. 001-10716).
- (q) Incorporated by reference to the Exhibits filed with our Form 8-K filed on February 26, 2008 (File No. 001-10716).
- (r) Incorporated by reference to the Exhibits filed with our Annual Report on Form 10-K filed on March 13, 2008 (File No. 001-10716).
- (s)



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Incorporated by reference to the Exhibits filed with our Form 8-K filed on April 10, 2008 (File No. 001-10716).

(t) Incorporated by reference to the Exhibits filed with our Form 8-K filed on June 2, 2008 (File No. 001-10716).

(u) Incorporated by reference to the Exhibits filed with our Quarterly Report on Form 10-Q filed on August 7, 2008 (File No. 001-10716).



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